Edgar Filing: KROGER CO - Form 4

KROGER CO

| Form 4 October 01, 2 | 013 | | | | | | | | | | |
|--|--------------------------------|---------------------|---|--|---|---|---------|--|-----------------|---|--|
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION | | | | | | | | OMB A | OMB APPROVAL | | |
| CONIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | |
| Check this box if no longer subject to Section 16. Form 4 or | | | F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | Expires:January 31 2005Estimated average burden hours per response0.5 | | | |
| Form 5 obligation may contin <i>See</i> Instruct 1(b). | s Section | 17(a) of the | | lity Hold | ing Com | pany | Act o | ge Act of 1934, f 1935 or Sectio 40 | | | |
| (Print or Type R | esponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> SARGENT RONALD | | | 2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR] | | | | g | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | | | | | | | | (Check all applicable) | | | |
| (Last) (First) (Middle) C/O THE KROGER CO.,, 1014 VINE STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 09/30/2013 | | | | | X Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| CINCINNAT | ГІ, ОН 45202 | 2 | | | | | | _X_ Form filed by Form filed by M Person | 1 0 | | |
| (City) | (State) | (Zip) | Table | I - Non-De | erivative S | ecurit | ties Ac | quired, Disposed o | f, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction (Month/Day/Y | ear) Executi any | | 3. Transactic Code (Instr. 8) | 4. Securit onAcquired Disposed (Instr. 3, 4) | ies (A) or of (D) 4 and (A) or | r) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock | | | | | | | | 32,120 | D | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. Number of ctionDerivative Securities 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | Derivative Expiration Date Gecurities (Month/Day/Year) Acquired (A) or Disposed of (D) Instr. 3, 4, and | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|---|-----|---|--------------------|---|----------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Phantom Stock | \$ 0 <u>(1)</u> | 09/30/2013 | | А | 726.5431 | | (2) | (2) | Common Stock | 726.5431 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| SARGENT RONALD C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202 | х | | | | | | | |
| Signatures | | | | | | | | |

/s/ Ronald L. Sargent, by Bruce M. Gack, Attorney-in-Fact

**Signature of Reporting Person

10/01/2013 Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each phantom share represents the right to receive in cash the value of one share of common stock upon distribution from the deferred compensation account.
- (2) Shares of phantom stock are payable in cash following termination of the reporting person's services as an Independent Director of Kroger.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.