KROGER CO Form 4/A March 26, 2014

# FORM 4

#### **OMB APPROVAL**

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

Check this box

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and DILLON I                 | ng Person *                     | 2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR] |                                |                         | 5. Relationship of Reporting Person(s) to Issuer  |  |                          |                                  |  |
|--------------------------------------|---------------------------------|---|--------------------------------|-------------------------|---|--|--------------------------|----------------------------------|--|
| (Last)                               | (First)                         | (Middle)  | 3. Date of Earli               |                         | Transaction   | (Check all applicable)   |                          |                                  |  |
| THE KRO<br>STREET                    | GER CO., 1014                   | VINE  | (Month/2<br>03/13/2            | Day/Year)<br>2014       |   | _X Director 10% OwnerX Officer (give title Other (specify below) Chairman of the Board |                          |                                  |  |
| (Street)                             |                                 |   | 4. If Amendment, Date Original |                         |   | 6. Individual or Joint/Group Filing(Check  |                          |                                  |  |
|                                      |                                 |   | Filed(Month/Day/Year)          |                         |   | Applicable Line)   |                          |                                  |  |
| CINCINN                              |                                 | 03/17/2014  |                                |                         | _X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting<br>Person |  |                          |                                  |  |
| (City)                               | (State)                         | (Zip)   | Tab                            | ole I - Non-            | -Derivative Securities Ac   | quired, Dispose  | d of, or Beneficia       | lly Owned                        |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction D (Month/Day/Yea |   |                                | 3.<br>Transacti<br>Code | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)                       | 5. Amount of Securities Beneficially   | 6.<br>Ownership<br>Form: | 7. Nature of Indirect Beneficial |  |

(Month/Day/Year) Owned Following Direct (D) (Instr. 8) Reported or Indirect (A) Transaction(s) or (Instr. 3 and 4) (Instr. 4) Code V Amount (D) Price Common 20,675 833,251.9373 03/13/2014 F D D (1) (2) Stock 43.49

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

Ownership

(Instr. 4)

#### Edgar Filing: KROGER CO - Form 4/A

|                                      | 2.  | 3. Transaction Date |   | 4.                             | 5.   | 6. Date Exerc       |                    | 7. Titl                            |  | 8. Price of                          | 9. Nu   |
|--------------------------------------|---|---------------------|---|--------------------------------|--|---------------------|--------------------|------------------------------------|--|--------------------------------------|---|
| Derivative<br>Security<br>(Instr. 3) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | (Month/Day/Year)    | Execution Date, if any (Month/Day/Year) | Transact<br>Code<br>(Instr. 8) | orNumber<br>of<br>Derivativ<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | <b>:</b>            |                    | Amou<br>Under<br>Securi<br>(Instr. | lying                                  | Derivative<br>Security<br>(Instr. 5) | Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|                                      |   |                     |   | Code V                         | (A) (D)  | Date<br>Exercisable | Expiration<br>Date | Title                              | Amount<br>or<br>Number<br>of<br>Shares |                                      |   |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                       |       |  |  |  |
|--|---------------|-----------|-----------------------|-------|--|--|--|
| <b>FB</b>  | Director      | 10% Owner | Officer               | Other |  |  |  |
| DILLON DAVID B<br>THE KROGER CO.<br>1014 VINE STREET<br>CINCINNATI, OH 45202 | X             |           | Chairman of the Board |       |  |  |  |

# **Signatures**

/s/ David B.
Dillon

\*\*Signature of Reporting Person

O3/26/2014

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) On March 17, 2014, the Reporting Person filed a Form 4 reporting that 19,371 shares had been withheld in payment of tax liability on a share award. Due to administrative error, this number was incorrectly reported. The correct number of shares withheld is 20,675.
- (2) The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans that are deemed to be 'tax-conditioned plans' pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

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.

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