Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4	-											
July 11, 2014	ГЛ								OMB AF	PROVAL		
	UNITE	D STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 of	6. r		GES IN I SECUR	ES IN BENEFICIAL OWNERSHIP OF ECURITIES					January 31, 2005 Iverage rs per 0.5			
obligation may cont	Form 4 orresponse0.5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,0.5obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Section0.5See Instruction30(h) of the Investment Company Act of 19401940											
(Print or Type R	Responses)											
PHILLIPS SUSAN M Symbol				r Name and Ticker or Trading ER CO [KR]				5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Date of (Month/D C/O THE KROGER CO.,, 1014 07/10/20 VINE STREET							(Check all applicable) <u>X</u> Director Officer (give title 10% Owner below) Other (specify below)					
	(Street) 4. If Amer Filed(Mon				U U	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
CINCINNA	TI, OH 45202								Iore than One Re			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Executio any	med n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	07/10/2014			S	7,500	D	\$ 48.99	44,209.823	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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
PHILLIPS SUSAN M C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х							
Signatures								
/s/ Susan M. Phillips, by Bruce Attorney-in-Fact	M. Gack	,		07/11/2014				
<u>**</u> Signature of Reporting	ng Person			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).

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.