## Edgar Filing: KROGER CO - Form 4

KROGER (	CO										
Form 4											
December 1	5, 2014										
FORM	ЛД								OMB AF	PROVAL	
	UNITED	STATES		RITIES . Ishingtor				COMMISSION	OMB Number:	3235-0287	
Check the				NGES IN BENEFICIAL OW					Expires:	January 31,	
if no lor subject	STATEN	MENT OF	F CHAI					NERSHIP OF		2005 Waraga	
Section 16.				SECURITIES					Estimated average burden hours per		
Form 4									response	0.5	
Form 5 obligation								ge Act of 1934,			
may cor				•	•	-	•	of 1935 or Section			
See Inst		30(h)	of the I	nvestmen	nt Compa	iny A	ct of 19	940			
1(b).											
(Print or Type	Responses)										
(											
1. Name and	Address of Reporting	Person <sup>*</sup>	2. Issue	uer Name and Ticker or Trading				5. Relationship of Reporting Person(s) to			
MCMULLEN W RODNEY Symbo			Symbol					Issuer			
			KROG								
(Last)	(First) (	Middle)	3 Date of	of Earliest	Transaction	n		(Check all applicable)			
				Day/Year)	runsaetio			X Director	10%	Owner	
THE KROGER CO., 1014 VINE 12/12/2 STREET 12/12/2								$X_ Officer (give t$	title Other (specify below)		
								below) Chief E			
	(Street)		4 If Am	endment T	Date Origin	hal		6 Individual or Ioi	nt/Group Filin	g(Check	
· · · · · · · · · · · · · · · · · · ·				Amendment, Date Original Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)			
			1 1100(111	, , , , , , , , , , , , , , , , , , ,				_X_ Form filed by Or			
CINCINNA	ATI, OH 45202							Form filed by Mo Person	ore than One Re	porting	
(City)	(State)	(Zip)	T I		D	C			<b>D</b> (* 14		
	. ,	· •						equired, Disposed of,		-	
1.Title of	2. Transaction Date			3. 4. Securities Acquired				5. Amount of Securities	6. Ownership	7. Nature of Indirect	
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Beneficially Owned	- · · · <b>·</b> · · ·	Beneficial	
· · · ·				(Instr. 8)			, ,	Following Reported	d Direct (D) Owne	Ownership	
						(A)		Transaction(s)	or Indirect	(Instr. 4)	
						or		(Instr. 3 and 4)	(I) (Instr. 4)		
				Code V	Amount	(D)	Price		()		
Common Stock	12/12/2014			F	7 <b>,</b> 464	D	\$ 61 55	1,029,322.6807	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							
1.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0.0	Director	10% Owner	Officer	Other				
MCMULLEN W RODNEY THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Х		Chief Executive Officer					
Signatures								
/s/ W. Rodney McMullen, by S Attorney-in-Fact	Stacey M.	Heiser,	12/15/201	14				
<u>**</u> Signature of Re	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) Payment of tax liability associated with restricted stock.
- (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.