KROGER CO Form 4 June 25, 2015

FORM 4

OMB APPROVAL

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 January 31, Expires: 2005

Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1940

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * DONNELLY MICHAEL JOSEPH			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
THE KROGER (STREET	CO., 1014	VINE	(Month/Day/Year) 06/23/2015	Director 10% Owner Senior Vice President Other (specification)		
2)	Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI, C	OH 45202			Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative	Secui	rities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of	2. Transaction Date		3.	4. Securi		•	5. Amount of	6.	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	Execution Date, if any	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			Securities Beneficially	Ownership Form: Direct	Indirect Beneficial	
(2.52.75)		(Month/Day/Year)	(Instr. 8)	(11301) 0,	(A) or		Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	06/23/2015		Code V F	Amount 1,143 (1)	(D)	Price \$ 73.45	,	D	
Common Stock	06/24/2015		F	714 (1)	D	\$ 72.94	95,182.1391 (2)	D	

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

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r	Director	10% Owner	Officer	Other				
DONNELLY MICHAEL JOSEPH THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President					

Signatures

/s/ Michael J. Donnelly, by Stacey M. Heiser, 06/25/2015 Attorney-in-Fact

> **Signature of Reporting 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).
- (1) Payment of tax liability associated with restricted stock.
- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans that are **(2)** 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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