KROGER CO Form 4 July 17, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

Number:

Expires:

January 31,

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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)

See Instruction

1. Name and Address of Reporting Person * MOORE CLYDE R			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O THE KI VINE STRE	(First) ROGER CO.,, EET	(Middle) 1014	3. Date of (Month/Da 07/15/20	•	ansaction			_X_ Director Officer (giv below)	10%	Owner er (specify	
CINCINNA'	(Street) TI, OH 45202			ndment, Dat h/Day/Year)	_			6. Individual or Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State)	(Zip)	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Execution	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) o l 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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/15/2015			A	4,320 (1)	A	\$0	112,660 (2)	D		

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

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

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1. Titl Deriv Secur (Instr.	ative ity	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. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D)	s I	ate	Amou Under Secur	itle and ount of lerlying urities tr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
					Code \	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
MOORE CLYDE R C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	X						

Signatures

/s/ Clyde R. Moore, by Stacey M. Heiser, Attorney-in-Fact

07/17/2015

**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) Shares awarded pursuant to a long-term incentive plan of The Kroger Co.
- (2) On July 13, 2015, the common shares of The Kroger Co. split 2-for-1, resulting in the reporting person's ownership of 54,170 additional common shares.

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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