### Edgar Filing: KROGER CO - Form 4

KROGER CO Form 4 December 02,											
FORM Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin	<ul> <li>PRM 4</li> <li>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</li> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>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</li> </ul>						OMB Number: Expires: Estimated a burden hou response	January 31, 2005 ed average hours per			
(Print or Type Re 1. Name and Ad SHACKOUL	2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR]				5. Relationship of Reporting Person(s) to Issuer						
(Last) (First) (Middle) C/O THE KROGER CO.,, 1014 VINE STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/01/2015			(Check all applicable) X_ Director 10% Owner Officer (give title 0ther (specify below) below)					
CINCINNAT					lf Amendment, Date Original ed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		Zip)	Table	I - Non-De	erivative S	ecurities A	Person cquired, Disposed o	of. or Beneficia	llv Owned		
(Instr. 3) any		Execution any	emed on Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Common Stock				Code V	Amount	(D) Price	42,370	D			
Common Stock							36,870	Ι	by Spouse		

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.

### Edgar Filing: KROGER CO - Form 4

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P Deri Secu (Ins
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	12/01/2015	А	30.594 (2)	(3)	(3)	Common Stock	30.594	\$

# **Reporting Owners**

Reporting Owner Name / Address		Relationsh				
1	Director	10% Owner	Officer	Other		
SHACKOULS BOBBY S C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	х					
Signatures						
/s/ Bobby S. Shackouls, by Stacey M. Heiser, Attorney-in-Fact						

\*\*Signature of Reporting Person

# **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).
- Each phantom share represents the right to receive one common share upon distribution from the deferred compensation account. (1)
- Represents phantom stock acquired in dividend reinvestment transactions under a deferred compensation plan of The Kroger Co. (2)
- Shares of phantom stock will be distributed following termination of the reporting person's services as an Independent Director of The (3)Kroger Co.

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.

#### )15

Date