Edgar Filing: KROGER CO - Form 4

KROGER (20											
Form 4												
December 1	4, 2015											
FORM	Λ4								OMB AF	PROVAL		
	UNITED	STATES		RITIES Ishingto				COMMISSION	OMB Number:	3235-0287		
Check this box									Expires:	January 31,		
if no lor subject		MENT OI	F CHA	NGES IN BENEFICIAL OW				NERSHIP OF	Estimated a	2005 Verage		
Section 16.				SECURITIES					burden hours per			
Form 4 Form 5			~ .		. ~				response 0.5			
obligati	-							ge Act of 1934,				
may cor				•	•	-	•	of 1935 or Section				
See Inst	ruction	50(II)	of the I	nvestmei	n Comp	any A		40				
1(b).												
(Print or Type	Responses)											
	Address of Reporting	Person [*]	2. Issu	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
MCMULL	EN W RODNEY		Symbol					Issuer				
			KROG	ER CO	[KR]			(Check all applicable)				
(Last)	(First) (Middle)	3. Date of	of Earliest	Transactio	n		(Chieda	un uppneuble)		
(Month/				h/Day/Year)				X_ Director 10% Owner				
THE KROGER CO., 1014 VINE 12/11/2				2015				Officer (give title Other (specify below) below)				
STREET								· · · · · · · · · · · · · · · · · · ·	f the Board &	CEO		
				f Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line)				
				Ionth/Day/Year)								
								_X_Form filed by Or Form filed by Mo	1 0			
CINCINN	ATI, OH 45202							Person		porting		
(City)	(State)	(Zip)	Tal	ole I - Non	-Derivativ	ve Secu	irities Ac	equired, Disposed of,	or Beneficiall	y Owned		
1.Title of	2. Transaction Date	2A. Deemo	ed	3.	4. Secur	ities A	cquired	5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)		Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities Beneficially Owned Following Reported	Ownership	Indirect		
(Instr. 3)										Beneficial		
		(Monul/Da	ay/10al)	(11150. 0)				Transaction(s)	or Indirect	Ownership (Instr. 4)		
						(A) or		(Instr. 3 and 4)	(I)	. ,		
				Code V	Amount		Price		(Instr. 4)			
Common					4,674		\$	2,221,097.6541				
Stock	12/11/2015			F	(1)	D	φ 41.08	(2) (3)	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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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				
MCMULLEN W RODNEY THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Х		Chairman of the Board & CEO					
Signatures								
/s/ W. Rodney McMullen, by S Attorney-in-Fact	tacey M.	Heiser,	12/14/2015					

**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).
- Payment of tax liability associated with restricted stock. (1)
- Between June 30, 2015 and September 30, 2015, the reporting person acquired 481.0645 shares of Kroger common stock in the (2) Company's employee benefit plans, based on information from plan trustees as of September 30, 2015.
- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans that are (3) 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.

Date