

KROGER CO  
Form 3  
January 06, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â COVERT GEOFFREY J		(Month/Day/Year)	KROGER CO [KR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		01/01/2011		
THE KROGER CO.,Â 1014 VINE STREET			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Senior Vice President	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
CINCINNATI,Â OHÂ 45202				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	73,675.8118 <sup>(1)</sup>	D	Â

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

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares			or Indirect (I) (Instr. 5)	
Non-Qualified Performance Stock Option	Â (2)	05/10/2011	Common Stock	12,500	\$ 24.43	D	Â
Non-Qualified Stock Option	Â (3)	05/10/2011	Common Stock	12,500	\$ 24.43	D	Â
Non-Qualified Performance Stock Option	Â (4)	05/09/2012	Common Stock	13,333	\$ 22.995	D	Â
Non-Qualified Stock Option	Â (3)	05/09/2012	Common Stock	26,667	\$ 22.995	D	Â
Non-Qualified Stock Option	Â (3)	12/12/2012	Common Stock	80,000	\$ 14.925	D	Â
Non-Qualified Stock Option	Â (3)	05/06/2014	Common Stock	40,000	\$ 17.31	D	Â
Non-Qualified Stock Option	Â (5)	04/08/2015	Common Stock	5,000	\$ 15.92	D	Â
Non-Qualified Stock Option	Â (3)	05/05/2015	Common Stock	40,000	\$ 16.385	D	Â
Non-Qualified Stock Option	Â (3)	05/04/2016	Common Stock	15,000	\$ 19.94	D	Â
Non-Qualified Stock Option	Â (3)	06/28/2017	Common Stock	17,500	\$ 28.27	D	Â
Non-Qualified Stock Option	Â (3)	06/26/2018	Common Stock	20,000	\$ 28.61	D	Â
Non-Qualified Stock Option	Â (3)	06/25/2019	Common Stock	15,000	\$ 22.34	D	Â
Non-Qualified Stock Option	Â (3)	06/24/2020	Common Stock	20,000	\$ 20.16	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COVERT GEOFFREY J THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President	Â

## Signatures

/s/ Geoffrey J. Covert, by Bruce M. Gack,  
Attorney-in-Fact

01/06/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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.
- These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (2) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments in whole amounts over a five-year period, at the rate of 20% per year commencing one year from the date of the grant.
- These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (3) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.
- (4) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.
- (5) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.

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### Remarks:

The Reporting Person was previously an executive officer of the Issuer but ceased being an officer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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