

KROGER CO
Form 5
February 09, 2012

FORM 5

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

OMB APPROVAL
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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN 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

1. Name and Address of Reporting Person *
DILLON DAVID B

(Last) (First) (Middle)

THE KROGER CO., 1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KROGER CO [KR]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/28/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 631,284.0268 (1) (2) | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 87,618 | I | by Spouse |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 18,008 | I | by Trust/Children |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 173,413 | I | by Trust/Spouse |

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

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(9-02)

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) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative 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 Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|--|----------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Non-Qualified Performance Stock Option | \$ 22.995 | Â | Â | Â | Â | Â | Â ⁽³⁾ | 05/09/2012 | Common Stock | 35,000 |
| Non-Qualified Stock Option | \$ 22.995 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 05/09/2012 | Common Stock | 70,000 |
| Non-Qualified Stock Option | \$ 14.925 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 12/12/2012 | Common Stock | 210,000 |
| Non-Qualified Stock Option | \$ 17.31 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 05/06/2014 | Common Stock | 300,000 |
| Non-Qualified Stock Option | \$ 16.385 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 05/05/2015 | Common Stock | 300,000 |
| Non-Qualified Stock Option | \$ 19.94 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 05/04/2016 | Common Stock | 240,000 |
| Non-Qualified Stock Option | \$ 28.27 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 06/28/2017 | Common Stock | 220,000 |
| Non-Qualified Stock Option | \$ 28.61 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 06/26/2018 | Common Stock | 225,000 |
| Non-Qualified Stock Option | \$ 22.34 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 06/25/2019 | Common Stock | 225,000 |
| Non-Qualified Stock Option | \$ 20.16 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 06/24/2020 | Common Stock | 230,000 |
| Non-Qualified Stock Option | \$ 24.74 | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | 06/23/2021 | Common Stock | 283,600 |

