

Clark Robert W
Form 4
July 17, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark Robert W

(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. Date of Earliest Transaction (Month/Day/Year)
07/13/2018

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)
Senior Vice President

6. Individual or Joint/Group Filing(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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 07/13/2018 | | A | | 26,738 (1) | A | \$ 0 147,308.2202 |
| Common Stock | 07/13/2018 | | A | | 26,738 (2) | A | \$ 0 174,046.2202 |
| Common Stock | 07/13/2018 | | F | | 7,561 (3) | D | \$ 28.05 166,485.2202 (4) |

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)

| 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Non-Qualified Stock Option | \$ 28.05 | 07/13/2018 | | A | 55,310 | (5) 07/13/2028 | Common Stock 55,310 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Robert W THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202 | | | Senior Vice President | |

Signatures

/s/ Robert W. Clark, by Stacey M. Heiser,
Attorney-in-Fact 07/17/2018

**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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions on these shares lapse in equal annual installments in whole amounts over a four-year period, at the rate of 25% per year commencing one year from the date of the award.
- (2) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions lapse as to 25% one year from the date of the award, 25% two years from the date of the award, and 50% three years from the date of the award.
- (3) Payment of tax liability associated with restricted stock.
- (4) Between January 1, 2018 and June 30, 2018, the reporting person acquired 224,774 shares of Kroger common stock in the Company's employee benefit plans, based on information from plan trustees. 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.
- (5) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments over a four-year period, at the rate of 25% per year commencing one year from the date of the grant.

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.