

MILLERCHIP GARY  
Form 3  
April 04, 2019

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

OMB APPROVAL

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**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 MILLERCHIP GARY                         |         | (Month/Day/Year)                     | KROGER CO [KR]   |  |
| (Last)                                    | (First) | (Middle)                             | 04/04/2019   |  |
| 1014 VINE STREET                          |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| CINCINNATI, OH 45202                      |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | Senior Vice President and CFO  |  |

**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                    | 126,584   | D  | Â   |

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

SEC 1473 (7-02)

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**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) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                            |       |            |              | Shares |           | (I)<br>(Instr. 5) |   |
|----------------------------|-------|------------|--------------|--------|-----------|-------------------|---|
| Non-Qualified Stock Option | Â (1) | 07/15/2024 | Common Stock | 9,600  | \$ 24.665 | D                 | Â |
| Non-Qualified Stock Option | Â (1) | 07/15/2025 | Common Stock | 13,992 | \$ 38.33  | D                 | Â |
| Non-Qualified Stock Option | Â (1) | 07/13/2026 | Common Stock | 27,972 | \$ 37.48  | D                 | Â |
| Non-Qualified Stock Option | Â (1) | 07/13/2027 | Common Stock | 34,905 | \$ 22.92  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 07/13/2028 | Common Stock | 30,251 | \$ 28.05  | D                 | Â |
| Non-Qualified Stock Option | Â (2) | 03/14/2029 | Common Stock | 66,335 | \$ 24.75  | D                 | Â |
| Non-Qualified Stock Option | Â (3) | 03/14/2029 | Common Stock | 16,584 | \$ 24.75  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| MILLERCHIP GARY<br>1014 VINE STREET<br>CINCINNATI, OH 45202 | Â             | Â         | Â Senior Vice President and CFO | Â     |

## Signatures

/s/ Gary  
Millerchip

04/04/2019

\*\*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) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments over a five-year period, at the rate of 20% per year commencing one year from the date of the grant.
  - (2) 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.
  - (3) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments over a three-year period, at the rate of 33% per year commencing one year after the date of 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.