

KROGER CO  
Form 5  
February 28, 2005

# 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**

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

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

(Last) (First) (Middle)  
  
1014 VINE STREET  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/29/2005

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

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

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

(City) (State) (Zip)

**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	Â	Â	Â	Â	Â	Â	622,289.1701 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	225,100	I	by Spouse/Children
Common Stock	Â	Â	Â	Â	Â	Â	54,024	I	by Trust/Children

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

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SEC 2270  
(9-02)

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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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Non-Qualified Stock Option	\$ 6.375	Â	Â	Â	Â	Â	Â <u>(2)</u>	04/19/2005	Common Stock	64,000
Non-Qualified Stock Option	\$ 6.9225	Â	Â	Â	Â	Â	Â <u>(2)</u>	06/18/2005	Common Stock	36,000
Non-Qualified Stock Option	\$ 10.375	Â	Â	Â	Â	Â	Â <u>(2)</u>	04/17/2006	Common Stock	72,000
Non-Qualified Stock Option	\$ 13.4375	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/14/2007	Common Stock	30,000
Non-Qualified Performance Stock Option	\$ 13.4375	Â	Â	Â	Â	Â	Â <u>(4)</u>	05/14/2007	Common Stock	30,000
Non-Qualified Stock Option	\$ 22.2344	Â	Â	Â	Â	Â	Â <u>(3)</u>	04/15/2008	Common Stock	35,000
Non-Qualified Performance Stock Option	\$ 22.2344	Â	Â	Â	Â	Â	Â <u>(4)</u>	04/15/2008	Common Stock	35,000
Non-Qualified Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/26/2009	Common Stock	50,000
Non-Qualified Performance Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	Â <u>(5)</u>	05/26/2009	Common Stock	50,000
Non-Qualified Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â <u>(3)</u>	02/10/2010	Common Stock	175,000
Non-Qualified Performance Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â <u>(6)</u>	02/10/2010	Common Stock	35,000
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/09/2011	Common Stock	35,000
Non-Qualified Performance	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/09/2011	Common Stock	35,000



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(7) 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.

(8) 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.