

KROGER CO  
Form 8-K  
January 20, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report: January 17, 2006

(Date of earliest event reported)

**THE KROGER CO.**

(Exact name of registrant as specified in its charter)

**An Ohio Corporation**  
(State or other jurisdiction  
of incorporation)

**No. 1-303**  
(Commission File  
Number)

**31-0345740**  
(IRS Employer  
Number)

**1014 Vine Street**

**Cincinnati, OH 45201**

(Address of principal executive offices)

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Registrant's telephone number: (513) 762-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and Management

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

- (b) On January 17, 2006, Edward M. Liddy orally advised the Company of his intention to retire from the Board of Directors, effective as of January 19, 2006. On January 17, 2006, Mr. Liddy furnished to the Board of Directors written notice confirming his decision to retire. A copy of that notice is attached hereto as Exhibit 99.1.

Section 9 Financial Statements and Exhibits

**Item 9.01. Financial Statements and Exhibits.**

- (c) Exhibits:

99.1 Letter confirming decision of director to retire.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

THE KROGER CO.

January 20, 2006

By:

/s/ PAUL HELDMAN  
**Paul Heldman**  
**Senior Vice President, Secretary**  
**and General Counsel**

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	Letter confirming decision of director to retire.