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KROGER O Form 4 March 25, 2 FORN Check ti if no lor subject Section Form 4 Form 5 obligation may con <i>See</i> Inst 1(b).	2013 A 4 UNITED STAT his box his box his box statement 16. or Filed pursuant Section 17(a) of t 30	Was OF CHAN to Section 1	shington IGES IN SECUI 6(a) of th tility Hol	, D.C. 20 BENEF RITIES ne Securit ding Con	1CIA ties E	LOWN Exchange y Act of 1	ERSHIP OF Act of 1934, 1935 or Section	OMB Number: Expires: Estimated a burden hou response	0
	-	*							<i>.</i>
	Address of Reporting Person HRISTOPHER T	Symbol		d Ticker or	Tradi	0	5. Relationship of ssuer	Reporting Pers	son(s) to
(Last)	(First) (Middle)		ER CO [] f Earliest T	-			(Check	c all applicable	2)
THE KRO STREET	GER CO., 1014 VINE	(Month/E 03/22/2	-			- - t	Director _X Officer (give below) Senior		Owner er (specify tt
CDICDDI	(Street)		endment, D nth/Day/Yea	ate Origina r)	ıl	1	5. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Pe	rson
(City)	ATI, OH 45202 (State) (Zip)				_		Person		
	· · · · · ·					-	ired, Disposed of,		•
1.Title of Security (Instr. 3)	any	eemed tion Date, if h/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit omr Dispos (Instr. 3, 4	ed of	(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(D)	Price \$	(Instr. 3 and 4)		
Common Stock	03/22/2013		S	12,635	D	φ 32.462 (1)	95,009	D	
Common Stock	03/22/2013		М	7,000	А	\$ 19.94	102,009	D	
Common Stock	03/22/2013		М	20,000	А		122,009	D	
Common Stock	03/22/2013		S	20,000	D	\$ 32.309 (2)	102,009	D	
	03/22/2013		М	16,000	А		118,009	D	

Common Stock							
Common Stock	03/22/2013	S	16,000	D	\$ 32.305 (3)	102,009	D
Common Stock	03/22/2013	М	12,000	А	\$ 22.34	114,009	D
Common Stock	03/22/2013	S	12,000	D	\$ 32.292 (4)	102,009	D
Common Stock	03/22/2013	М	8,000	А	\$ 20.16	110,009	D
Common Stock	03/22/2013	S	8,000	D	\$ 32.3 (3)	102,009	D
Common Stock	03/22/2013	М	5,072	А	\$ 24.74	107,081	D
Common Stock	03/22/2013	S	5,072	D	\$ 32.309 (2)	102,009	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e Expiration Date s (Month/Day/Year) (A) sed of		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	\$ 19.94	03/22/2013		М	7,000	(5)	05/04/2016	Common Stock	7,0
Non-Qualified Stock Option	\$ 28.27	03/22/2013		М	20,000	(5)	06/28/2017	Common Stock	20,0
Non-Qualified Stock Option	\$ 28.61	03/22/2013		М	16,000	(5)	06/26/2018	Common Stock	16,0

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Non-Qualified Stock Option	\$ 22.34	03/22/2013	М	12,000	(5)	06/25/2019	Common Stock	12,0
Non-Qualified Stock Option	\$ 20.16	03/22/2013	М	8,000	<u>(5)</u>	06/24/2020	Common Stock	8,0
Non-Qualified Stock Option	\$ 24.74	03/22/2013	М	5,072	(5)	06/23/2021	Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address	Relationships							
I B	Director	10% Owner	Officer	Other				
HJELM CHRISTOPHER T THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President					
Signatures								
/s/ Christopher T. Hjelm, by Br Attorney-in-Fact	ruce M. G	ack,	03/25/20	13				

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.43 to \$32.48, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of

(1) to \$22.46, inclusive. The reporting person undertakes to provide to the Kroger Co., any security holder of the Kroger Co., of the start of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.30 to \$32.32, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of

(2) to \$22.22, inclusive. The reporting person undertakes to provide to the Kroger Co., any security holder of the Kroger Co., of the start of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.30 to \$32.31, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of

(3) the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$32.28
(4) to \$32.31, inclusive. The reporting person undertakes to provide to The Kroger Co., any security holder of The Kroger Co., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within

- the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.
- (5) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments in whole amounts over a five-year period, at the rate of 20% 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.