

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-03-04** | Period of Report: **2013-02-02**
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(HTML Version on secdatabase.com)

ISSUER

KROGER CO

CIK: **56873** | IRS No.: **310345740** | State of Incorp.: **OH** | Fiscal Year End: **0203**
SIC: **5411** Grocery stores

Business Address
1014 VINE ST
CINCINNATI OH 45201
5137624000

REPORTING OWNER

SCHLOTMAN J MICHAEL

CIK: **1187561**
Type: **5** | Act: **34** | File No.: **001-00303** | Film No.: **13660949**

Mailing Address
1014 VINE ST
CINCINNATI OH 45202

FORM 5

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 SCHLOTMAN J MICHAEL			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 02/02/2013			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
THE KROGER CO., 1014 VINE STREET			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street)								
CINCINNATI, OH 45202								
(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)			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)
				Amount	(A) or (D)	Price			
Common Stock							140,147.6277 ⁽¹⁾ ⁽²⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option	\$17.31						05/06/2004	⁽³⁾	Common Stock	17,250	17,250	D	
Non-Qualified	\$16.385						05/05/2005	⁽³⁾	Common Stock	40,000	40,000	D	

Stock Option														
Non-Qualified Stock Option	\$19.94					05/04/2006	(3)	Common Stock	20,000		20,000		D	
Non-Qualified Stock Option	\$28.27					06/28/2007	(3)	Common Stock	20,000		20,000		D	
Non-Qualified Stock Option	\$28.61					06/26/2008	(3)	Common Stock	20,000		20,000		D	
Non-Qualified Stock Option	\$22.34					06/25/2009	(3)	Common Stock	20,000		20,000		D	
Non-Qualified Stock Option	\$20.16					06/24/2010	(3)	Common Stock	25,000		25,000		D	
Non-Qualified Stock Option	\$24.74					06/23/2011	(3)	Common Stock	45,640		45,640		D	
Non-Qualified Stock Option	\$21.96					07/12/2012	(3)	Common Stock	54,640		54,640		D	

Explanation of Responses:

1. Between January 28, 2012 and February 2, 2013, the reporting person acquired 1,174.2818 shares of Kroger common stock 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 by plan trustees.
2. 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.
3. 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.

Signatures

/s/ J. Michael Schlotman
 ** Signature of Reporting Person

03/01/2013
 Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.