

SECURITIES AND EXCHANGE COMMISSION

FORM 424B5

Prospectus filed pursuant to Rule 424(b)(5)

Filing Date: **1994-01-07**
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FILER

KROGER CO

CIK: **56873** | IRS No.: **310345740** | State of Incorporation: **OH** | Fiscal Year End: **1230**
Type: **424B5** | Act: **33** | File No.: **033-64192** | Film No.: **94500626**
SIC: **5411** Grocery stores

Business Address
1014 VINE ST
CINCINNATI OH 45202
5137624000

Pricing Supplement No. 2
(To Prospectus dated July 6, 1993
and Prospectus Supplement dated
October 15, 1993)

Filed Pursuant to
Rule 424(b)(5)
File No. 33-64192

Dated: January 7, 1994

THE KROGER CO.

General Term Notes (R), Series B
Due from Nine Months to 25 Years from Date of Issue

Aggregate Principal Amount: \$1,510,000.00

Fixed or Variable Rate: Variable

Interest Rate:

If Fixed Rate Note:

Interest Rate: N/A

Interest Payment Date(s) (Monthly or Otherwise): N/A

If Variable Rate Note:

Base Rate: Treasury Constant Maturity 1-year as
published in the Federal Reserve Statistical Release
H.15(519) most immediately preceding the applicable
Interest Reset Date

Initial Interest Rate: 6.000%

Interest Reset Period(s): Quarterly

Interest Payment Date(s) (Monthly or Otherwise):
Quarterly on 03/15, 06/15, 09/15 and 12/15, Beginning
03/15/94

Interest Reset Date(s): Third Wednesday of each of
March, June, September and December

Spread, If Any: 225 Basis Points (subject to the
applicable Minimum Interest Rate and Maximum Interest
Rate)

Maximum Interest Rate, If Any: 10.000%

Minimum Interest Rate, If Any: 6.000%

Stated Maturity Date: December 15, 2000

Purchase Price: 97.650% of Principal Amount

Issue Date: January 13, 1994

Optional Redemption by the Company:

Initial Optional Redemption Date: 12/15/96

Redemption Price(s): 12/15/96 and
thereafter - 100%

Applicable Premium(s), if any: None

Under the Credit Agreement, the Senior Lenders' consent may be required prior to any optional redemption of the Notes. See "DESCRIPTION OF THE CREDIT AGREEMENT-Certain Covenants-Prepayment of Other Debt" in the Prospectus.

Agent -----	Principal Amount of Notes to be Purchased -----
Kemper Securities, Inc.	\$ 0.00
J.J.B. Hilliard, W.L. Lyons, Inc.	1,510,000.00
J. W. Korth & Company	0.00

Total	\$ 1,510,000.00 =====

	Per Note -----	Total -----
Prices to Public:	100.00%	\$1,510,000.00
Underwriter's Discount or Commission	2.350%	\$35,485.00
Maximum Dealer's Discount or Selling Concession:	1.750%	\$26,425.00
Proceeds to The Kroger Co.:	97.650%	\$1,474,515.00

CUSIP Number: 50104R-AB-6

Terms defined in the Prospectus and the Prospectus Supplement are used in this Pricing Supplement as so defined.

(R) Registered service mark of J. W. Korth & Company