

SECURITIES AND EXCHANGE COMMISSION

FORM 424B5

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

Filing Date: **1994-01-14**
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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.: **033-48669** | Film No.: **94501501**
SIC: **5411** Grocery stores

Business Address
1014 VINE ST
CINCINNATI OH 45202
5137624000

Pricing Supplement No. 196
(To Prospectus dated July 17, 1992
and Prospectus Supplement dated
August 26, 1992)

Filed Pursuant to
Rule 424(b)(5)
File No. 33-48669

Dated: January 14, 1994

THE KROGER CO.

General Term Notes (R), Series A
Due from January 16, 1999 to 25 Years from Date of Issue

Aggregate Principal Amount: \$1,588,000.00

Interest Rate: 8.000%

Interest Payment Date(s) (Monthly or Otherwise): Semi-Annual on
07/15 and 01/15, Beginning 07/15/94

Stated Maturity Date: January 15, 2004

Purchase Price: 97.150% of Principal Amount

Issue Date: January 21, 1994

Optional Redemption by the Company:

The Company and the Subordinated Trustee have executed an amendment and restatement, dated as of April 8, 1993, of the Sixth Supplemental Indenture referred to in the Prospectus Supplement. The purpose of the amendment and restatement was to permit the Company to issue Notes that may be redeemed at the option of the Company other than after the occurrence of a Redemption Event. If the following box is checked and notwithstanding the final paragraph under "DESCRIPTION OF THE NOTES-General" in the Prospectus Supplement, the Notes to which this Pricing Supplement relates shall be redeemable, in whole and not in part, at the option of the Company at any time on or after the Initial Option Redemption Date specified below, on notice given not less than 30 nor more than 60 days prior to the date of redemption, at the Redemption Price(s) specified below (including the applicable premium(s) specified below, if any), together with interest accrued thereon to the date of redemption (subject to the right of Holders of record on the relevant Regular Record Date to receive interest due on an Interest Payment Date that is on or prior to the date of redemption). The Notes will not be

entitled to the benefits of a sinking fund.

/ X /

Initial Optional Redemption Date: 01/15/97

Redemption Price(s): 01/15/97 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.	\$ 350,000.00
J. W. Korth & Company	1,238,000.00

Total	\$ 1,588,000.00 =====

	Per Note -----	Total -----
Prices to Public:	\$1,000.00	\$1,588,000.00
Underwriter's Discount or Commission	\$28.50	\$45,258.00
Maximum Dealer's Discount or Selling Concession:	\$22.50	\$35,730.00
Proceeds to The Kroger Co.:	\$971.50	\$1,542,742.00

CUSIP Number: 50104Q-JD-5

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