

SECURITIES AND EXCHANGE COMMISSION

FORM 424B5

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

Filing Date: **1994-04-15**
SEC Accession No. **0000056873-94-000054**

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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.: **94522882**
SIC: **5411** Grocery stores

Business Address
1014 VINE ST
CINCINNATI OH 45202
5137624000

Pricing Supplement No. 39
(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: April 15, 1994

THE KROGER CO.

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

Aggregate Principal Amount: \$400,000.00

Fixed or Variable Rate: Fixed

Interest Rate:

If Fixed Rate Note:

Interest Rate: 7.500%

Interest Payment Date(s) (Monthly or Otherwise):
Monthly, Beginning 05/15/94

If Variable Rate Note:

Base Rate: N/A

Initial Interest Rate: N/A

Interest Reset Period(s): N/A

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

Interest Reset Date(s): N/A

Spread, If Any: N/A

Maximum Interest Rate, If Any: N/A

Minimum Interest Rate, If Any: N/A

Stated Maturity Date: April 15, 1999

Purchase Price: 98.000% of Principal Amount

Issue Date: April 21, 1994

Optional Redemption by the Company:

Initial Optional Redemption Date: 04/15/96
 Redemption Price(s): 04/15/96 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.	\$ 10,000.00
J.J.B. Hilliard, W.L. Lyons, Inc.	153,000.00
J. W. Korth & Company	237,000.00

Total	\$ 400,000.00 =====

	Per Note -----	Total -----
Prices to Public:	100.00%	\$400,000.00
Underwriter's Discount or Commission	2.00%	\$8,000.00
Maximum Dealer's Discount or Selling Concession:	1.50%	\$6,000.00
Proceeds to The Kroger Co.:	98.00%	\$392,000.00

CUSIP Number: 50104R-BQ-2

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