

SECURITIES AND EXCHANGE COMMISSION

FORM 424B5

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

Filing Date: **1994-04-15**
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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.: **94522884**
SIC: **5411** Grocery stores

Business Address
1014 VINE ST
CINCINNATI OH 45202
5137624000

Pricing Supplement No. 41
(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: \$247,000.00

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: 6.500%

Interest Reset Period(s): Quarterly

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

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

Spread, If Any: Plus 200 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: March 15, 2001

Purchase Price: 97.650% of Principal Amount

Issue Date: April 21, 1994

Optional Redemption by the Company:

Initial Optional Redemption Date: 03/15/97

Redemption Price(s): 03/15/97 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.	\$ 0.00
J.J.B. Hilliard, W.L. Lyons, Inc.	126,000.00
J. W. Korth & Company	121,000.00

Total	\$ 247,000.00 =====

	Per Note -----	Total -----
Prices to Public:	100.00%	\$247,000.00
Underwriter's Discount or Commission	2.35%	\$5,804.50
Maximum Dealer's Discount or Selling Concession:	1.75%	\$4,322.50
Proceeds to The Kroger Co.:	97.65%	\$241,195.50

CUSIP Number: 50104R-BS-8

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