

KROGER CO  
Form 4  
September 25, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ANDERSON REUBEN V

(Last) (First) (Middle)

C/O THE KROGER CO.,, 1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
KROGER CO [KR]

3. Date of Earliest Transaction (Month/Day/Year)  
09/24/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	09/24/2014		M	10,000	A \$ 16.6	74,990	D
Common Stock	09/24/2014		M	5,000	A \$ 19.525	79,990	D
Common Stock	09/24/2014		M	5,000	A \$ 23.1	84,990	D
Common Stock	09/24/2014		M	5,000	A \$ 26.21	89,990	D
Common Stock	09/24/2014		M	6,500	A \$ 26.14	96,490	D

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Common Stock	09/24/2014	M	5,200	A	\$ 20.06	101,690	D
Common Stock	09/24/2014	M	3,900	A	\$ 20.76	105,590	D
Common Stock	09/24/2014	M	3,900	A	\$ 24.74	109,490	D
Common Stock	09/24/2014	M	2,600	A	\$ 21.96	112,090	D
Common Stock	09/24/2014	S	47,100	D	\$ <u>(1)</u>	64,990	D

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

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**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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 16.6	09/24/2014		M	10,000	<u>(2)</u> 12/09/2014	Common Stock	10,000
Non-Qualified Stock Option	\$ 19.525	09/24/2014		M	5,000	<u>(2)</u> 12/08/2015	Common Stock	5,000
Non-Qualified Stock Option	\$ 23.1	09/24/2014		M	5,000	<u>(2)</u> 12/07/2016	Common Stock	5,000
Non-Qualified Stock Option	\$ 26.21	09/24/2014		M	5,000	<u>(2)</u> 12/13/2017	Common Stock	5,000
Non-Qualified Stock Option	\$ 26.14	09/24/2014		M	6,500	<u>(2)</u> 12/11/2018	Common Stock	6,500
Non-Qualified Stock Option	\$ 20.06	09/24/2014		M	5,200	<u>(2)</u> 12/10/2019	Common Stock	5,200
Non-Qualified Stock Option	\$ 20.76	09/24/2014		M	3,900	<u>(2)</u> 12/09/2020	Common Stock	3,900

