MOORE CLYDE R

Form 4

December 12, 2002

SEC Form 4

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5

1. Name and Address of Reporting Person* 2. Issuer Name 4. Statement for 6. Relationship of Reporting Person(s) Moore, Clyde R. and Ticker or Trading Month/Day/Year to Issuer Symbol (Check all applicable) 12/11/2002 (First) (Last) The Kroger Co. X Director _ 10% Owner (Middle) Officer (give title below) _ Other 9258 Forest Hill Lane KR (specify below) 5. If Amendment, 3. I.R.S. Identification (Street) Date of Original Description Number of Reporting TN 38133 Germantown, (Month/Day/Year) Person, if an entity (voluntary) 7. Individual or Joint/Group (City) (State) (Zip) Filing (Check Applicable Line) X 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												
2.Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4, and 5)				Of (D)	5. Amount of Securities Beneficially Owned Following	6. Owner- ship Form: Direct (D)	7. Nature of Indirect Beneficial Ownership				
		Code	V	Amount	A/D	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)				
12/11/2002		Р		1000	Α	\$15.21							
12/11/2002		Р		1000	Α	\$15.17							
12/11/2002		Р		1000	Α	\$15.10	5000	D					
	Date (Month/Day/Year) 12/11/2002 12/11/2002	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) 12/11/2002 12/11/2002	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Inst 8)	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction Code (Instr. 8)	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) Code V Amount	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Transaction (A) or Disposed (Instr. 3, 4, and (Instr. 8)	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) Code (Instr. 8) P 1000 A \$15.21	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code (Instr. 8) Transaction (A) or Disposed Of (D) (Instr. 3, 4, and 5) Securities Beneficially Owned Following Reported Transaction(s)	Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year) Execution Date, if any (Instr. 3, 4, and 5) Code (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Code (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date, if any (Instr. 3, 4, and 5) Execution Date in any (Instr. 3, 4, and 5) Executio				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puts, cans, warrants, options, convertible securities)														
Γ-	1. Title of	2. Conver-	3.	3A.	4.	5.	6. Date	7. Title and	8. Price	9. Number of	10.	11. Na			
1	Derivative	sion or	Transaction	Deemed	Transactio	nNumbe	rExercisab	e (NDnEo)untof	of	Derivative	Owner-	In			
1	Security	Exercise	Date	Execution	Code	of	and	Underlying	Derivative	Securities	ship	Ве			
											!				

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(Instr. 3)	Price of Deri- vative Security	(Month/ Day/ Year)	Date, if any (Month/ Day/ Year)	(Inst	r.8)	Derivative Expirati SecuriDiests (ED) Acquired (Month/ (A) or Disposed Of (D) (Instr. 3, 4 and 5)				(Instr. 3 and		Security (Instr.5)	Beneficially Owned Following Reported Transaction(s) (Instr.4)	Form of Deriv- ative Securities: Direct (D) or Indirect (I) (Instr.4)	Ov (Irr
				Code	٧	Α	D	DE	ED	Title	Amount or Number of Shares				

Explanation of Responses:

By:

/s/ Clyde R. Moore, by Bruce M. Gack, Attorney-in-Fact 12/12/2002

** Signature of Reporting Person

Date

SEC 1474 (9-02)

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

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB Number.