KROGER CO Form 4/A December 28, 2004

FORM 4

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

OMB Number: 3235-0287

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

MARMER	Address of Reporting R LYNN	Symbol	uer Name and Ticker or Trading l GER CO [KR]	Issuer	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) E STREET	, , , , , , , , , , , , , , , , , , , ,	of Earliest Transaction /Day/Year) /2004	DirectorX Officer (give title below)	Director 10% OwnerX_ Officer (give title Other (specify				
CINCINN	(Street) ATI, OH 45202		mendment, Date Original Ionth/Day/Year) /2004	6. Individual or Jointa Applicable Line) _X_ Form filed by One	/Group Filing(Check				
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities A		· Beneficially Owned				
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D)	A) or 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Natur Ownership of Indire Form: Benefic Direct (D) Ownersh or Indirect (Instr. 4) (Instr. 4)	ect ial ship			
Common Stock	12/21/2004		I 2,381.5813 D \$	6.94 17,827.0133	D				

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MARMER LYNN 1014 VINE STREET CINCINNATI, OH 45202

Group Vice President

Signatures

/s/ Lynn Marmer, by Bruce M. Gack, Attorney-in-Fact

12/28/2004

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).

Remarks:

- This amended Form 4 is filed to correct the transaction code and signature block used in the original filing.

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.

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