

KROGER CO  
Form 5  
February 22, 2006

**FORM 5**

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
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2005  
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1. Name and Address of Reporting Person \*  
**DILLON DAVID B**

(Last) (First) (Middle)

1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
01/28/2006

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)  
Chairman of the Board and CEO

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	611,635.1036 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	219,100	I	by Spouse/Children
Common Stock	Â	Â	Â	Â	Â	54,024	I	by Trust/Children

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

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SEC 2270  
(9-02)

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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 Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option	\$ 13.4375	Â	Â	Â	Â	Â	Â <u>(2)</u>	05/14/2007	Common Stock	30,000
Non-Qualified Performance Stock Option	\$ 13.4375	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/14/2007	Common Stock	30,000
Non-Qualified Stock Option	\$ 22.2344	Â	Â	Â	Â	Â	Â <u>(2)</u>	04/15/2008	Common Stock	35,000
Non-Qualified Performance Stock Option	\$ 22.2344	Â	Â	Â	Â	Â	Â <u>(3)</u>	04/15/2008	Common Stock	35,000
Non-Qualified Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	Â <u>(2)</u>	05/26/2009	Common Stock	50,000
Non-Qualified Performance Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	Â <u>(4)</u>	05/26/2009	Common Stock	50,000
Non-Qualified Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â <u>(2)</u>	02/10/2010	Common Stock	175,000
Non-Qualified Performance Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â <u>(5)</u>	02/10/2010	Common Stock	35,000
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(2)</u>	05/09/2011	Common Stock	35,000
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(6)</u>	05/09/2011	Common Stock	35,000
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â <u>(2)</u>	05/09/2012	Common Stock	70,000
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/09/2012	Common Stock	35,000

Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	Â (2)	12/12/2012	Common Stock	210,0
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	Â (2)	05/06/2014	Common Stock	300,0
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	Â (2)	05/05/2015	Common Stock	300,0

## Reporting Owners

Reporting Owner Name / Address	Relationships					Other
	Director	10% Owner	Officer			
DILLON DAVID B 1014 VINE STREET CINCINNATI, OH 45202	Â X	Â	Â	Chairman of the Board and CEO	Â	

## Signatures

/s/ David B.  
Dillon 02/22/2006

\_\_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).
- (1) The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans which are deemed to be 'tax-conditioned plans' pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.
- (2) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole amounts over a five-year period, at the rate of 20% per year commencing one year from the date of grant.  
These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 63% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum of 13% appreciation per annum from the date of grant or 200% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (3) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 75% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 252% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (4) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved an 81% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 16% appreciation per annum from the date of grant or 280% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (5) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (6) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (7) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

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

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