KROGER CO Form 4 September 11, 2006

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

OMB Number: 3235-0287

Estimated average

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

	Address of Repor	ting Person *	2. Issuer Nam Symbol	e and Ticker or Trading	5. Relationship of Issuer	of Reporting	Person(s) to	
(Last)	(First)	(Middle)	KROGER C 3. Date of Earli		(Che	eck all appli	cable)	
1014 VINE STREET			(Month/Day/Ye 09/08/2006		Director 10% Owner _X Officer (give title Other (specify below) Group Vice President			
	(Street)		4. If Amendme	nt, Date Original	6. Individual or	Joint/Group	Filing(Check	
CINCINNA	ATI, OH 4520	2	Filed(Month/Day	y/Year)	Applicable Line) _X_ Form filed by Form filed by Person		_	
(City)	(State)	(Zip)	Table I - N	Non-Derivative Securities A	cquired, Disposed	of, or Benef	ficially Owned	
1.Title of	2. Transaction	Date 2A. Deem	ed 3.	4. Securities Acquired	5. Amount of	6.	7. Natur	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct	7. Nature of Indirect Beneficial
(IIIsu. 3)		any (Month/Day/Year)	(Instr. 8)	(IIIsti. 3, 4 and 3)	Owned Following	(D) or Indirect (I)	Ownership (Instr. 4)
				(A) or	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	09/08/2006		Code V F	Amount (D) Price 1,565 (1) \$ 23.725	12,491	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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JOHNSON CARVER L 1014 VINE STREET CINCINNATI, OH 45202

Group Vice President

Signatures

/s/ Carver L. Johnson, by Bruce M. Gack, Attorney-in-Fact

09/11/2006

**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) Payment of tax liability associated with restricted stock.

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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