KROGER CO Form 4 March 27, 2007

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16.
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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MCMULLEN W RODNEY			2. Issuer Name <b>and</b> Ticker or Trading Symbol KROGER CO [KR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(		
1014 VINE ST	TREET		(Month/Day/Year) 03/26/2007	_X_ Director 10% Owner X Officer (give title Other (specify below) Vice Chairman		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CINCINNATI, OH 45202			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

			Person							
	(City)	(State)	(Zip) Tal	ble I - Non-	-Derivativ	ve 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. Transactio Code (Instr. 8)	4. Securities Acquired (A) tionor Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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 Indirect Beneficial Ownership (Instr. 4)	
	Common Stock	03/26/2007		Code V M	Amount 25,000	(D)	Price \$ 13.4375		D	
	Common Stock	03/26/2007		M	25,000	A	\$ 13.44	478,320.0414	D	
	Common Stock	03/26/2007		S	100	D	\$ 28.58	478,220.0414	D	
	Common Stock	03/26/2007		S	4,900	D	\$ 28.59	473,320.0414	D	
	Common Stock	03/26/2007		S	40,400	D	\$ 28.6	432,920.0414	D	

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Common Stock	03/26/2007	S	2,600	D	\$ 28.61	430,320.0414	D
Common Stock	03/26/2007	S	2,000	D	\$ 28.62	428,320.0414 (1)	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.

### 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Performance Stock Option	\$ 13.4375	03/26/2007		M	25,000	(2)	05/15/2007	Common Stock	25,0
Non-Qualified Stock Option	\$ 13.44	03/26/2007		M	25,000	(3)	05/15/2007	Common Stock	25,0

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Toporous o mar rume / rume os	Director	10% Owner	Officer	Other			
MCMULLEN W RODNEY							
1014 VINE STREET	X		Vice Chairman				
CINCINNATI, OH 45202							

### **Signatures**

/s/ W. Rodney McMullen, by Bruce M. Gack,
Attorney-in-Fact
03/27/2007

\*\*Signature of Reporting Person Date

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### **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 that are deemed to be 'tax-conditioned plans' pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.
- 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 were granted under a long-term incentive 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 the grant.

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.