

KROGER CO
Form 4
July 09, 2008

FORM 4

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

OMB APPROVAL

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHLOTMAN J MICHAEL

(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. Date of Earliest Transaction
(Month/Day/Year)
07/08/2008

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)
Senior Vice President

6. Individual or Joint/Group Filing(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)	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)
			Code	V Amount (D) Price			
Common Stock	07/08/2008		S	2,000 D \$ 29.79	105,900.8028	D	
Common Stock	07/08/2008		S	100 D \$ 29.789	105,800.8028	D	
Common Stock	07/08/2008		S	665 D \$ 29.785	105,135.8028	D	
Common Stock	07/08/2008		S	1,200 D \$ 29.77	103,935.8028	D	
Common Stock	07/08/2008		S	500 D \$ 29.765	103,435.8028	D	
	07/08/2008		S	650 D \$ 29.755	102,785.8028	D	

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Common Stock									
Common Stock	07/08/2008		S	1,000	D	\$ 29.7701	101,785.8028	D	
Common Stock	07/08/2008		S	1,500	D	\$ 29.7901	100,285.8028	D	
Common Stock	07/08/2008		S	1,100	D	\$ 29.775	99,185.8028	D	
Common Stock	07/08/2008		S	2,350	D	\$ 29.8001	96,835.8028	D	
Common Stock	07/08/2008		S	1,000	D	\$ 29.8101	95,835.8028	D	
Common Stock	07/08/2008		S	1,000	D	\$ 29.8301	94,835.8028	D	
Common Stock	07/08/2008		S	100	D	\$ 29.85	94,735.8028	D	
Common Stock	07/08/2008		S	300	D	\$ 29.845	94,435.8028	D	
Common Stock	07/08/2008		S	1,150	D	\$ 29.855	93,285.8028	D	
Common Stock	07/08/2008		S	200	D	\$ 29.86	93,085.8028	D	
Common Stock	07/08/2008		S	100	D	\$ 29.869	92,985.8028	D	
Common Stock	07/08/2008		S	700	D	\$ 29.87	92,285.8028	D	
Common Stock	07/08/2008		S	1,400	D	\$ 29.84	90,885.8028 (1)	D	
Common Stock							2,805	I	by Children

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

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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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date	Expiration	Title	Amount
				Exercisable	Date		or
							Number
							of
							Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOTMAN J MICHAEL 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President	

Signatures

/s/ Michael J. Schlotman, by Bruce M. Gack, Attorney-in-Fact	07/09/2008
**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 that are deemed to be 'tax-conditioned plans' pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

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.