KROGER CO Form 5 March 04, 2013

#### **OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Kaufman Calvin J Symbol KROGER CO [KR] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X \_ Officer (give title Other (specify 02/02/2013 below) below) THE KROGER CO., Â 1014 VINE Group Vice President **STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) CINCINNATI. OHÂ 45202 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (State) (City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. 7. Nature of Transaction Security (Month/Day/Year) Execution Date, if Acquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end of (D) or Ownership Issuer's Fiscal Indirect (I) (Instr. 4) (A) Year (Instr. 4) or (Instr. 3 and 4) (D) Price Amount Common 58,484.2927 Â Â Â Â Â Â Â D (1)(2)Stock Persons who respond to the collection of information Reminder: Report on a separate line for each class of **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)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)

#### Edgar Filing: KROGER CO - Form 5

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)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	05/06/2004	(3)	Common Stock	4,000
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	05/05/2005	(3)	Common Stock	5,000
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	05/04/2006	(3)	Common Stock	2,500
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	06/28/2007	(3)	Common Stock	3,500
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â	Â	06/26/2008	(3)	Common Stock	15,000
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â	Â	06/25/2009	(3)	Common Stock	15,000
Non-Qualified Stock Option	\$ 20.16	Â	Â	Â	Â	Â	06/24/2010	(3)	Common Stock	15,000
Non-Qualified Stock Option	\$ 24.74	Â	Â	Â	Â	Â	06/23/2011	(3)	Common Stock	20,360
Non-Qualified Stock Option	\$ 21.96	Â	Â	Â	Â	Â	07/12/2012	(3)	Common Stock	20,360

# **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
• 0	Director	10% Owner	Officer	Other			
Kaufman Calvin J							
THE KROGER CO.	â	â	Group Vice President	â			
1014 VINE STREET	A	А	A Gloup vice Flesident	A			
CINCINNATI Â OHÂ 45202							

## **Signatures**

/s/ Calvin J. Kaufman 03/02/2013

Reporting Owners 2

\*\*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).
  - Between January 28, 2012 and February 2, 2013, the reporting person acquired 22.6315 shares of Kroger common stock in the
- (1) 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 by plan trustees.
- (2) 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.
- (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 provided 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.

Signatures 3