

KROGER CO
Form 3
January 17, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Tuffin Mark C
(Last) (First) (Middle)

THE KROGER CO.,Â 1014
VINE STREET

(Street)

CINCINNATI,Â OHÂ 45202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/17/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Senior Vice President

5. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficially Owned

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

72,066.8818 ⁽¹⁾

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	Â (2)	05/04/2016	Common Stock	6,000	\$ 19.94	D	Â
Non-Qualified Stock Option	Â (2)	06/26/2018	Common Stock	6,500	\$ 28.61	D	Â
Non-Qualified Stock Option	Â (2)	06/25/2019	Common Stock	6,500	\$ 22.34	D	Â
Non-Qualified Stock Option	Â (2)	06/24/2020	Common Stock	6,500	\$ 20.16	D	Â
Non-Qualified Stock Option	Â (2)	06/23/2021	Common Stock	7,500	\$ 24.74	D	Â
Non-Qualified Stock Option	Â (3)	09/15/2014	Common Stock	10,000	\$ 22.61	D	Â
Non-Qualified Stock Option	Â (2)	07/12/2022	Common Stock	10,500	\$ 21.96	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2023	Common Stock	10,500	\$ 37.76	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tuffin Mark C THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Mark C. Tuffin, by Bruce M. Gack,
Attorney-in-Fact

01/17/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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.

(2) 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.

(3) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.

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

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