Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4 June 27, 201	14									
FORM								OMB AF	PROVAL	
	4 UNITED	STATES SE	CURITIES A Washington,			NGE (COMMISSION	OMB Number:	3235-0287	
Check this box if no longer				GES IN BENEFICIAL OWNERSHIP O SECURITIES				Expires: January 3 200 Estimated average burden hours per response 0		
Form 5 obligatio may con <i>See</i> Instr 1(b).	ons Section 17(a) of the Publ	ion 16(a) of the lic Utility Hold he Investment	ling Con	npan	y Act of	f 1935 or Section		0.0	
(Print or Type	Responses)									
Tuffin Mark C Symbol				er Name and Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of (Month/D			-	of Earliest Transaction /Day/Year)			(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify			
STREET		II (L) 00/	23/2014				below)	below) Vice Presiden	t	
	(Street)		f Amendment, Da cd(Month/Day/Year)	U U	1		6. Individual or Jo Applicable Line) _X_ Form filed by C			
CINCINNA	ATI, OH 45202						Form filed by M Person			
(City)	(State)	(Zip)	Table I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Dat any (Month/Day/Y	Code	4. Securit n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/25/2014		Code V F	Amount 224 <u>(1)</u>	or (D) D	Price \$ 49.22	(Instr. 3 and 4) 52,004.3797 (2)	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)

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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. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna 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			
Tuffin Mark C THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President				
Signatures							
/s/ Mark C. Tuffin, by Bruce M. Gack, Attorney-in-Fact			06/27/2014				
<u>**</u> Signature of Reporting	g 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.
- (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.

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.