KROGER CO Form 4 June 02, 2015

FORM 4

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

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * LEWIS DAVID B

> (First) (Middle)

C/O THE KROGER CO... 1014 VINE STREET

2. Transaction Date 2A. Deemed

(Street)

2. Issuer Name and Ticker or Trading Symbol

KROGER CO [KR]

(Month/Day/Year) 06/01/2015

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

X_ Director

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

CINCINNATI, OH 45202

(City) (State) (Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or (Month/Day/Year) Execution Date, if Code Disposed of (D)

(Instr. 8)

Code V Amount (D) Price

(Instr. 3, 4 and 5) (A)

Securities Beneficially Owned Following Reported Transaction(s)

5. Amount of

(Instr. 4) (Instr. 3 and 4)

Common Stock

1.Title of

Security

(Instr. 3)

41,122.362

or

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

6. Ownership 7. Nature of

Indirect

Beneficial

Ownership

(Instr. 4)

Form: Direct

Indirect (I)

(D) or

D

Other (specify

January 31, 2005

Estimated average burden hours per

response...

0.5

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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. Transactic Code (Instr. 8)	5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derive Security (Instr.
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	06/01/2015		A	8.565 (2)	<u>(3)</u>	(3)	Common Stock	8.565	\$ 72

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LEWIS DAVID B C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	X					

Signatures

/s/ David B. Lewis, by Stacey M. Heiser, Attorney-in-Fact

06/02/2015

**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) Each phantom share represents the right to receive one common share upon distribution from the deferred compensation account.
- (2) Represents phantom stock acquired in dividend reinvestment transactions under a deferred compensation plan of The Kroger Co.
- (3) Shares of phantom stock are payable following termination of the reporting person's services as an Independent Director of Kroger.

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.

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