## Edgar Filing: KROGER CO - Form 4

Form 4 July 13, 2016 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person <sup>*</sup> . SARGENT RONALD (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O THE KROCER CO. 1014 (DMB SECURITIES SECURITIES OMB APPROVAL OMB Sumbor SECURITIES OMB APPROVAL OMB Sumbor Section 16. SECURITIES SECURI
FORM 4       UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549       OMB Number:       3235-0287         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       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires:       January 31, 2005         Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 1(b).       State of Reporting Person*         (Print or Type Response)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)
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       OMB Number: 2005 Section 16. 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).       OMB Sumber: 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).       OMB Sumber: 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).       OMB Sumber: 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).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Source of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Source of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Section 17(a) of the Investment Company Act of 1940 1(b).       Sect
Washington, D.C. 20549       OMB 3235-0287         Vashington, D.C. 20549         Number: January 31, 2005         subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires: January 31, 2005         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(b).       Steven the Investment Company Act of 1935 or Section 17(b).         (Print or Type Responses)       1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)      X_Director      10% Owner
if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Expires:       2005         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940       1935 or Section       0.5         (Print or Type Responses)       1. Name and Address of Reporting Person <sup>*</sup> .       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)      X_Director      10% Owner
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16.       Estimated average burden hours per response         Form 4 or Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b).       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).       0.5         (Print or Type Responses)       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)      X_Director      10% Owner
Section 16.       SECURITIES       burden hours per response       0.5         Form 4 or       Form 5       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations       0.5         Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Investment Company Act of 1935 or Section 16(b).       30(h) of the Investment Company Act of 1935 or Section 16(b).       0.5         (Print or Type Responses)       30(h) of the Investment Company Act of 1940       1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)
Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person <sup>*</sup> . SARGENT RONALD (Last) (First) (Middle) (Last) (First) (Middle) 2. Issuer Name and Ticker or Trading SARGER CO [KR] (Check all applicable) 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) (Last) (First) (Middle) (Check all applicable) (Last) (First) (Middle) (Check all applicable) (Last) (First) (Middle) (Check all applicable) (Check all applicable) (Check all applicable) (Check all applicable) (Check all applicable) (Check all applicable)
obligations may continue. See Instruction 1(b).       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).         (Print or Type Responses)       30(h) of the Investment Company Act of 1940 1(b).         1. Name and Address of Reporting Person <sup>*</sup> . SARGENT RONALD       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)
may continue.       Section 17/(a) of the Public Outlity Holding Company Act of 1935 of Section         See Instruction 1(b).       30(h) of the Investment Company Act of 1940         (Print or Type Responses)       2. Issuer Name and Ticker or Trading SaRGENT RONALD       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       (Check all applicable)         .
1. Name and Address of Reporting Person *       2. Issuer Name and Ticker or Trading SARGENT RONALD       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       5. Relationship of Reporting Person(s) to Issuer
SARGENT RONALD     Symbol     Issuer       Symbol     KROGER CO [KR]     (Check all applicable)       (Last)     (First)     (Middle)     3. Date of Earliest Transaction       (Month/Day/Year)    X_Director    10% Owner
SARGENT RONALD     Symbol     Issuer       Symbol     KROGER CO [KR]     (Check all applicable)       (Last)     (First)     (Middle)     3. Date of Earliest Transaction       (Month/Day/Year)    X_Director    10% Owner
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)X_Director10% Owner
(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)10% Owner
(Month/Day/Year)
C/O THE KROGER CO.,, 1014 07/13/2016 VINE STREET Officer (give title Officer (give title below) below)
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check
Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person
CINCINNATI, OH 45202 Form filed by More than One Reporting Person
(City) (State) (Zip) <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>
1.Title of2. Transaction Date2A. Deemed3.4. Securities5. Amount of6. Ownership7. Nature ofSecurity(Month/Day/Year)Execution Date, ifTransactionAcquired (A) orSecuritiesForm: DirectIndirect
(Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership
Following (Instr. 4) (Instr. 4) Reported
(A) Transaction(s)
Code V Amount (D) Price (Instr. 3 and 4)
Common
Stock 71,240 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)

## Edgar Filing: KROGER CO - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number onof 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. Prio Deriv Secur (Instr.
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	07/13/2016	А	4,413	(2)	(2)	Common Stock	4,413	\$ 37

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
I B	Director	10% Owner	Officer	Other					
SARGENT RONALD C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х								
Signatures									
/s/ Ronald L. Sargent, by Stace Attorney-in-Fact	07/13/2016								
<u>**</u> Signature of Repor	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) Shares of phantom stock will be distributed following termination of the reporting person's services as an Independent Director of The Kroger Co.

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.