Edgar Filing: KROGER CO - Form 4

KROGER CO

Form 4	017										
January 03, 2017								OMB A	OMB APPROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated a burden hou response	irs per				
Form 5 obligation may contin <i>See</i> Instruct 1(b).	s Section	17(a) of the		ility Holdi	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40			
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> SARGENT RONALD			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]				g	5. Relationship of Reporting Person(s) to Issuer			
								(Check all applicable)			
(Last) (First) (Middle) C/O THE KROGER CO.,, 1014 VINE STREET			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2016					X Director Officer (give below)		6 Owner er (specify	
	(Street)	(Street) 4. If Amendme Filed(Month/Da			Day/Year) Applicable Line			Applicable Line)	Joint/Group Filing(Check		
CINCINNAT	ГІ, ОН 45202	2						_X_ Form filed by Form filed by Person	One Reporting Po More than One Ro		
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	any		3. Transactio Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, 4	ies (A) or of (D) 4 and (A) or	r)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 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)

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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. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	\$ 0 <u>(1)</u>	12/31/2016		А	895.8405		(2)	(2)	Common Stock	895.8405

Reporting Owners

Reporting Owner Name / Address	Relationships							
	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 Stacey M. Heiser, Attorney-in-Fact

**Signature of Reporting Person

01/03/2017 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 in cash the value of one share of common stock upon distribution from the deferred compensation account.
- (2) Shares of phantom stock are payable in cash 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.