

KROGER CO
Form 4
March 25, 2013

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
HJELM CHRISTOPHER T

(Last) (First) (Middle)

THE KROGER CO., 1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/22/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/22/2013		S		\$ 32.462 (1)	D	
Common Stock	03/22/2013		M		\$ 19.94	D	
Common Stock	03/22/2013		M		\$ 28.27	D	
Common Stock	03/22/2013		S		\$ 32.309 (2)	D	
	03/22/2013		M		\$ 28.61	D	

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Common Stock							
Common Stock	03/22/2013	S	16,000	D	\$ 32.305 (3)	102,009	D
Common Stock	03/22/2013	M	12,000	A	\$ 22.34	114,009	D
Common Stock	03/22/2013	S	12,000	D	\$ 32.292 (4)	102,009	D
Common Stock	03/22/2013	M	8,000	A	\$ 20.16	110,009	D
Common Stock	03/22/2013	S	8,000	D	\$ 32.3 (3)	102,009	D
Common Stock	03/22/2013	M	5,072	A	\$ 24.74	107,081	D
Common Stock	03/22/2013	S	5,072	D	\$ 32.309 (2)	102,009	D

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

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

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. Transaction Code (Instr. 8)	5. Number 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 Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option	\$ 19.94	03/22/2013		M	7,000	(5) 05/04/2016	Common Stock	7,000
Non-Qualified Stock Option	\$ 28.27	03/22/2013		M	20,000	(5) 06/28/2017	Common Stock	20,000
Non-Qualified Stock Option	\$ 28.61	03/22/2013		M	16,000	(5) 06/26/2018	Common Stock	16,000

