KROGER CO
Form 4
December 19, 2002
SEC Form 4

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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1. Name and Address of Reporting Person*
Pichler, Joseph A.

(Last) (First) (Middle)
1014 Vine Street

(Street)
Cincinnati, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
The Kroger Co.
KR

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year
12/19/2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

X Director _ 10% Owner
X Officer (give title below) _ Other (specify below)

Description **Chairman of the Board and Chief Executive Officer**

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

X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	A/D	Price			
Common Stock	**12/19/2002**		**G**	**V**	**3,025**	**D**	**$**	**29,185.000**	**I**	**by Spouse**
Common Stock							**$**	**1,110,296.717**	**D**	
Common Stock							**$**	**3,240.000**	**I**	**by Children**

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

1. Title of Derivative	2. Conversion or	3. Transaction	3A. Deemed	4. Transaction	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Price of	9. Number of Derivative	10. Owner-	11. Na Ind

Security (Instr. 3)	Exercise Price of Deri-vative Security	Date (Month/ Day/ Year)	Execution Date, if any (Month/ Day/ Year)	Code (Instr.8)		of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)		and Expiration Date (ED) (Month/Day/Year)		Underlying Securities (Instr. 3 and 4)		Derivative Security (Instr.5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	ship Form of Deriv-ative Securities: Direct (D) or Indirect (I) (Instr.4)	Be Ow (Ir
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares				

Explanation of Responses:

- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans which are deemed to be "tax-conditioned plans" pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

By:
/s/ Joseph A. Pichler, by Bruce M. Gack, Attorney-in-Fact
12/19/2002
** Signature of Reporting Person
Date

SEC 1474 (9-02)

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

* 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).
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.