

KROGER CO  
 Form 5  
 March 12, 2003  
 SEC Form 5

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| <p><b>FORM 5</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported</p> <p><input type="checkbox"/> Form 4 Transactions Reported</p> | <p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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(f) of the Investment Company Act of 1940</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362<br/>                 Expires: January 31, 2005<br/>                 Estimated average burden hours per response. . . . 1.0</p> |
|--|--|---|

|   |  |   |   |
|---|--|---|---|
| <p>1. Name and Address of Reporting Person*</p> <p><b>Dillon, David B.</b></p> <hr/> <p>(Last) (First) (Middle)</p> <p><b>1014 Vine Street</b></p> <hr/> <p>(Street)</p> <p><b>Cincinnati, OH 45202</b></p> <hr/> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>The Kroger Co.<br/>KR</b></p> | <p>4. Statement for Month/Year</p> <p><b>02/01/2003</b></p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b>President and Chief Operating Officer</b></p> <hr/> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/> <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
| <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p>  |  |   |   |
| <p>5. If Amendment, Date of Original (Month/Year)</p>   |  |   |   |

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|--|--|--|---|
| Common Stock                    |                                      |  |                                | // \$  | 520,730.4855   | D  |   |
| Common Stock                    |                                      |  |                                | // \$  | 223,600.0000   | I  | By Spouse/Children                                    |
| Common Stock                    |                                      |  |                                | // \$  | 54,024.0000  | I  | by Trust/Children                                     |

**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 | 3. Transaction Date | 3A. Deemed Execution Date, if | 4. Transaction Code (Instr.8) | 5. Number of Derivative Securities | 6. Date Exercisable(DE) and Expiration | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially |
|--|------------------------------------|---------------------|-------------------------------|-------------------------------|------------------------------------|--|--|---------------------------------|---|
|  |                                    |                     |                               |                               |                                    |  |  |                                 |   |

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|  | Derivative Security | (Month/Day/Year) | any (Month/Day/Year) | Acquired (A) or Disposed Of (D)<br><br>(Instr. 3, 4 and 5) | Date(ED)<br>(Month/Day/Year) | (Instr. 3 and 4)           | (Instr.5) | Owned at End of Year Reported Transaction(s) (Instr.4) | D<br>a<br>S<br>D<br>o<br>H<br><br>( |
|--|---------------------|------------------|----------------------|--|------------------------------|----------------------------|-----------|--|-------------------------------------|
|  |                     |                  |                      |  |                              |                            |           |  |                                     |
| Non-Qualified Stock Option             | \$4.7200            |                  |                      |  | / 04/21/2003                 | Common Stock / 60,000.000  | \$        | 60,000.000   |                                     |
| Non-Qualified Stock Option             | \$5.8450            |                  |                      |  | / 05/18/2004                 | Common Stock / 60,000.000  | \$        | 60,000.000   |                                     |
| Non-Qualified Stock Option             | \$6.3750            |                  |                      |  | / 04/19/2005                 | Common Stock / 64,000.000  | \$        | 64,000.000   |                                     |
| Non-Qualified Stock Option             | \$6.9225            |                  |                      |  | / 06/18/2005                 | Common Stock / 36,000.000  | \$        | 36,000.000   |                                     |
| Non-Qualified Stock Option             | \$10.3750           |                  |                      |  | / 04/17/2006                 | Common Stock / 72,000.000  | \$        | 72,000.000   |                                     |
| Non-Qualified Stock Option             | \$13.4375           |                  |                      |  | / 05/14/2007                 | Common Stock / 30,000.000  | \$        | 30,000.000   |                                     |
| Non-Qualified Performance Stock Option | \$13.4375           |                  |                      |  | / 05/14/2007                 | Common Stock / 30,000.000  | \$        | 30,000.000   |                                     |
| Non-Qualified Stock Option             | \$22.2344           |                  |                      |  | / 04/15/2008                 | Common Stock / 35,000.000  | \$        | 35,000.000   |                                     |
| Non-Qualified Performance Stock Option | \$22.2344           |                  |                      |  | / 04/15/2008                 | Common Stock / 35,000.000  | \$        | 35,000.000   |                                     |
| Non-Qualified Stock Option             | \$27.1719           |                  |                      |  | / 05/26/2009                 | Common Stock / 50,000.000  | \$        | 50,000.000   |                                     |
| Non-Qualified Performance Stock Option | \$27.1719           |                  |                      |  | / 05/26/2009                 | Common Stock / 50,000.000  | \$        | 50,000.000   |                                     |
| Non-Qualified Stock Option             | \$16.5938           |                  |                      |  | / 02/10/2010                 | Common Stock / 175,000.000 | \$        | 175,000.000  |                                     |
| Non-Qualified Performance Stock Option | \$16.5938           |                  |                      |  | / 02/10/2010                 | Common Stock / 35,000.000  | \$        | 35,000.000   |                                     |
| Non-Qualified Stock Option             | \$24.4300           |                  |                      |  | / 05/09/2011                 | Common Stock / 35,000.000  | \$        | 35,000.000   |                                     |
| Non-Qualified Performance Stock Option | \$24.4300           |                  |                      |  | / 05/09/2011                 | Common Stock / 35,000.000  | \$        | 35,000.000   |                                     |
| Non-Qualified Stock Option             | \$22.9950           |                  |                      |  | / 05/09/2012                 | Common Stock / 70,000.000  | \$        | 70,000.000   |                                     |
| Non-Qualified Performance Stock Option | \$22.9950           |                  |                      |  | / 05/09/2012                 | Common Stock / 35,000.000  | \$        | 35,000.000   |                                     |
| Non-Qualified Stock Option             | \$14.9250           |                  |                      |  | / 12/12/2012                 | Common Stock / 210,000.000 | \$        | 210,000.000  |                                     |

Explanation of Responses:

- The 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.

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**By:**

/s/

David B. Dillon

\*\* Signature of Reporting Person

**Date:**

03/12/2003

SEC 2270 (09-02)

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.