Edgar Filing: LIDDY EDWARD M - Form 4

LIDDY EDW Form 4										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							M OMB	3235-0287		
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed purs Section 17(a	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 20(b) of the Investment Company Act of 1040							Expires: January 31, 2005 Estimated average burden hours per response 0.5	
(Print or Type Ro	esponses) ldress of Reporting F	Person * 2 Lanu	n Nomo ond	Tielen on '	Fundin		5 Relationshin o	f Reporting Per	son(s) to	
LIDDY EDW	er Name and ER CO [K		i radin	g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) THE ALLST CORPORAT RD., SUITE	of Earliest Tra Day/Year) 2004	ansaction			X_Director10% Owner Officer (give titleOther (specify below)below)					
	(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	OOK, IL 60062	7						More than One R		
(City)	(State) ((Zip) Tab	ole I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year	Code) (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	I (A) c I of (D 4 and (A) or)) 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)	
Common Stock	12/09/2004		A A	Amount 5,000 (1)	(D) A	Price \$ 0	14,600	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)

Reporting Owners

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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. Transacti Code (Instr. 8)	5. Number o orDerivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration (Month/Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amo or Num of Sh	
Non-Qualified Stock Option	\$ 16.6	12/09/2004		А	10,000	(2)	12/09/2014	Common Stock	10,0	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LIDDY EDWARD M THE ALLSTATE CORPORATION 2775 SANDERS RD., SUITE F-9 NORTHBROOK, IL 60062	Х						
Signatures							
/s/ Edward M. Liddy, by Bruce M. G Attorney-in-Fact		12/13/2004					
<u>**</u> Signature of Reporting Perso	n			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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions lapse as to 50% one year from the date of the award, and as to 50% two years from the date of the award.
- (2) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole amounts over a five-year period, at the rate of 20% per year commencing one year from the date of grant.

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.