

KROGER CO  
Form 5  
February 28, 2005

**FORM 5**

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

Check this box if  
no longer subject  
to Section 16.  
Form 4 or Form  
5 obligations  
may continue.  
See Instruction  
1(b).  
Form 3 Holdings  
Reported  
Form 4  
Transactions  
Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
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1. Name and Address of Reporting Person \*  
**DILLON DAVID B**

(Last) (First) (Middle)

1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
01/29/2005

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)  
Chairman of the Board and CEO

6. Individual or Joint/Group Reporting

(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)	(A) or (D)	Price	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	Â	Â	Â	Â	Â	Â	622,289.1701 (1)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	225,100	I	by Spouse/Children
Common Stock	Â	Â	Â	Â	Â	Â	54,024	I	by Trust/Children

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

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SEC 2270  
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Non-Qualified Stock Option	\$ 6.375	Â	Â	Â	Â Â	Â <u>(2)</u> 04/19/2005	Common Stock 64,0
Non-Qualified Stock Option	\$ 6.9225	Â	Â	Â	Â Â	Â <u>(2)</u> 06/18/2005	Common Stock 36,0
Non-Qualified Stock Option	\$ 10.375	Â	Â	Â	Â Â	Â <u>(2)</u> 04/17/2006	Common Stock 72,0
Non-Qualified Stock Option	\$ 13.4375	Â	Â	Â	Â Â	Â <u>(3)</u> 05/14/2007	Common Stock 30,0
Non-Qualified Performance Stock Option	\$ 13.4375	Â	Â	Â	Â Â	Â <u>(4)</u> 05/14/2007	Common Stock 30,0
Non-Qualified Stock Option	\$ 22.2344	Â	Â	Â	Â Â	Â <u>(3)</u> 04/15/2008	Common Stock 35,0
Non-Qualified Performance Stock Option	\$ 22.2344	Â	Â	Â	Â Â	Â <u>(4)</u> 04/15/2008	Common Stock 35,0
Non-Qualified Stock Option	\$ 27.1719	Â	Â	Â	Â Â	Â <u>(3)</u> 05/26/2009	Common Stock 50,0
Non-Qualified Performance Stock Option	\$ 27.1719	Â	Â	Â	Â Â	Â <u>(5)</u> 05/26/2009	Common Stock 50,0
Non-Qualified Stock Option	\$ 16.5938	Â	Â	Â	Â Â	Â <u>(3)</u> 02/10/2010	Common Stock 175,0
Non-Qualified Performance Stock Option	\$ 16.5938	Â	Â	Â	Â Â	Â <u>(6)</u> 02/10/2010	Common Stock 35,0
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â Â	Â <u>(3)</u> 05/09/2011	Common Stock 35,0
Non-Qualified Performance	\$ 24.43	Â	Â	Â	Â Â	Â <u>(7)</u> 05/09/2011	Common Stock 35,0

## Stock Option

Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â	Â <sup>(3)</sup>	05/09/2012	Common Stock	70,0
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â	Â <sup>(8)</sup>	05/09/2012	Common Stock	35,0
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	Â	Â <sup>(3)</sup>	12/12/2012	Common Stock	210,0
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	Â	Â <sup>(3)</sup>	05/06/2014	Common Stock	300,0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DILLON DAVID B 1014 VINE STREET CINCINNATI, OH 45202	Â X	Â	Â Chairman of the Board and CEO	Â

## Signatures

/s/ David B. Dillon 02/28/2005

           \*\*Signature of Reporting Person                      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) 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.
- These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.
- (3) 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.
- These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 63% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum of 13% appreciation per annum from the date of grant or 200% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (4) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 75% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 252% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (5) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved an 81% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 16% appreciation per annum from the date of grant or 280% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.
- (6)

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- (7) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

- (8) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.