

KROGER CO  
Form 10-Q/A  
February 23, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q/A**

**Amendment No. 2**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended August 16, 2003

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-303

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**THE KROGER CO.**

(Exact name of registrant as specified in its charter)

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**Ohio**  
(State or other jurisdiction  
of incorporation or organization)

**31-0345740**  
(I.R.S. Employer  
Identification No.)

**1014 Vine Street, Cincinnati, OH 45202**

(Address of principal executive offices)

(Zip Code)

**(513) 762-4000**

(Registrant's telephone number, including area code)

**Unchanged**

(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes  No .

There were 745,095,881 shares of Common Stock (\$1 par value) outstanding as of September 24, 2003.

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Explanatory Note:

This filing is made solely to add Exhibit 31.1; the Rule 13a-4(a)/15d-14(a) Certifications to the 10-Q/A No. 1 for the quarterly period ended August 16, 2003 filed on January 28, 2004.

**PART I - FINANCIAL INFORMATION**

**ITEM 4. Controls and Procedures.**

The Chief Executive Officer and the Chief Financial Officer, together with a disclosure review committee appointed by the Chief Executive Officer, evaluated Kroger's disclosure controls and procedures as of the quarter-ended August 16, 2003. Based on that evaluation, Kroger's Chief Executive Officer and Chief Financial Officer concluded that Kroger's disclosure controls and procedures were effective as of the end of the period covered by this report.

In connection with the evaluation described above, there was no change in Kroger's internal control over financial reporting during the quarter-ended August 16, 2003, that has materially affected, or is reasonably likely to materially affect, Kroger's internal control over financial reporting.

**PART II OTHER INFORMATION**

**Item 6. Exhibits and Reports on Form 8-K.**

- (a) EXHIBIT 3.1 - Amended Articles of Incorporation of the Company are hereby incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended October 3, 1998. The Company's Regulations are incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-3 as filed with the Securities and Exchange Commission on January 28, 1993, and bearing Registration No. 33-57552.

EXHIBIT 4.1 - Instruments defining the rights of holders of long-term debt of the Company and its subsidiaries are not filed as Exhibits because the amount of debt under each instrument is less than 10% of the consolidated assets of the Company. The Company undertakes to file these instruments with the Commission upon request.

EXHIBIT 31.1 Rule 13a-14(a) / 15d-14(a) Certifications

EXHIBIT 32.1 Section 1350 Certifications

EXHIBIT 99.1 - Additional Exhibits - Statement of Computation of Ratio of Earnings to Fixed Charges.

- (b) The Company filed an Amended and Restated 364-Day Credit Agreement in its Current Report on Form 8-K dated May 28, 2003; disclosed and filed a press release advising of compliance with an SEC information request in its Current Report on Form 8-K dated June 4, 2003; and disclosed and filed an announcement of first quarter, 2003 earnings results and updated 2003 guidance in its Current Report on Form 8-K dated June 24, 2003, as amended in its Current Report on Form 8-K dated June 25, 2003. The Company also filed amendments to its Current Reports on Form 8-K dated May 24, 2002, June 17, 2002, and April 3, 2002, on June 10, 2003, June 16, 2003, and June 16, 2003, respectively, solely to conform signatures.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**THE KROGER CO.**

Dated: February 23, 2004

By: /s/ David B. Dillon

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David B. Dillon  
Chief Executive Officer

Dated: February 23, 2004

By: /s/ J. Michael Schlotman

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J. Michael Schlotman  
Senior Vice President and

Chief Financial Officer

Exhibit Index

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- \*Exhibit 32.1 - Section 1350 Certifications
- \*Exhibit 99.1 - Additional Exhibits - Statement of Computation of Ratio of Earnings to Fixed Charges.

\* Previously filed.