KROGER CO
Form 5
March 03, 2017

FORM 5

OMB APPROVAL

OMB Number:	3235-0362
Expires:	January 31, 2005
Estimated average burden hours per response...	1.0

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

1. Name and Address of Reporting Person *
Clark Robert W

(Last) (First) (Middle)

THE KROGER CO.,Â 1014 VINE STREET

(Street)

CINCINNATI,Â OHÂ 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)
01/28/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Reporting

(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 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)
				Amount	(A) or (D)	Price			
Common Stock	12/27/2016	Â	G	430	D	$ 0	115,528.781 (1)	D	Â

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.

SEC 2270 (9-02)

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 Securitie (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Non-Qualified Stock Option	$ 14.305	Â	Â	Â	Â	Â	Â (2)	06/26/2018	Common Stock	11,00
Non-Qualified Stock Option	$ 11.17	Â	Â	Â	Â	Â	Â (2)	06/25/2019	Common Stock	14,50
Non-Qualified Stock Option	$ 10.08	Â	Â	Â	Â	Â	Â (2)	06/24/2020	Common Stock	14,50
Non-Qualified Stock Option	$ 10.08	Â	Â	Â	Â	Â	Â (2)	06/24/2020	Common Stock	7,00
Non-Qualified Stock Option	$ 10.94	Â	Â	Â	Â	Â	Â (2)	09/16/2020	Common Stock	7,00
Non-Qualified Stock Option	$ 12.37	Â	Â	Â	Â	Â	Â (2)	06/23/2021	Common Stock	14,50
Non-Qualified Stock Option	$ 12.37	Â	Â	Â	Â	Â	Â (2)	06/23/2021	Common Stock	8,00
Non-Qualified Stock Option	$ 11.76	Â	Â	Â	Â	Â	Â (2)	12/08/2021	Common Stock	10,00
Non-Qualified Stock Option	$ 10.98	Â	Â	Â	Â	Â	Â (2)	07/12/2022	Common Stock	16,00
Non-Qualified Stock Option	$ 15.75	Â	Â	Â	Â	Â	Â (3)	03/14/2023	Common Stock	20,00
Non-Qualified Stock Option	$ 15.75	Â	Â	Â	Â	Â	Â (2)	03/14/2023	Common Stock	5,00
Non-Qualified Stock Option	$ 18.88	Â	Â	Â	Â	Â	Â (2)	07/15/2023	Common Stock	30,00
Non-Qualified Stock Option	$ 24.665	Â	Â	Â	Â	Â	Â (2)	07/15/2024	Common Stock	30,00
Non-Qualified Stock Option	$ 38.33	Â	Â	Â	Â	Â	Â (2)	07/15/2025	Common Stock	29,97
Non-Qualified Stock Option	$ 37.48	Â	Â	Â	Â	Â	Â (2)	07/13/2026	Common Stock	57,03

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Robert W THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Robert W. Clark, by Stacey M. Heiser, Attorney-in-Fact	03/03/2017
**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) Between September 30, 2016 and December 31, 2016, the reporting person acquired 118.8295 shares of Kroger common stock in the Company's employee benefit plans, based on information from plan trustees. The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans that are deemed to be "tax-conditioned plans" pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

(2) These options were granted under a long-term incentive 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 the grant.

(3) 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.

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.