## Edgar Filing: SARGENT RONALD - Form 4

SARGENT RC	DNALD										
Form 4											
September 05,	2017										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION					COMMISSION	т	OMB APPROVAL			
	UNITED	SIALE		hington,			COMMISSION	OMB Number:	3235-0287		
Check this b			vv as	inington,	D.C. 200	<b>(F</b> )			January 31,		
if no longer subject to	if no longer while the STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF					Expires:	2005				
Section 16.		SECURITIES							Estimated average burden hours per		
Form 4 or									response 0.5		
Form 5 obligations	*	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									
may continu	e. Section 17			•	<b>.</b>		of 1935 or Sectio	n			
<i>See</i> Instructi 1(b).	ion	30(h)	of the Inv	estment (	Company	Act of 1	940				
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> SARGENT RONALD			2. Issuer Name <b>and</b> Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer					
			Symbol KROGER CO [KR]				155401				
							(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			V Dimenter	100	0			
C/O THE KROGER CO.,, 1014 VINE STREET			(Month/Day/Year) 09/01/2017				_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)				
CINCINNATI	OH 45202		Thed(Mon	ni/Day/Teat)			_X_ Form filed by	One Reporting Pe More than One Re			
CINCINNAII	, 011 43202						Person				
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	ecurities A	cquired, Disposed o	f, or Beneficia	lly Owned		
	2. Transaction Da (Month/Day/Year	r) Executi any	emed on Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Pric</li></ul>	Transaction(s) (Instr. 3 and 4)				
Common Stock							76,775	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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 of Underlying Securities (Instr. 3 and 4)		8. P. Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	09/01/2017		А	128.84 (2)	(3)	(3)	Common Stock	128.84	\$ 2

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>		Relationsh		
	Director	10% Owner	Officer	Other
SARGENT RONALD C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х			
Signatures				
/s/ Ronald L. Sargent, by Stace Attorney-in-Fact	09/05/2017			
<u>**</u> Signature of Repor		Date		

Deletionshi

## **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) Each phantom share represents the right to receive one common share upon distribution from the deferred compensation account.
- Represents phantom stock acquired in dividend reinvestment transactions under a deferred compensation plan of The Kroger Co. (2)
- Shares of phantom stock will be distributed following termination of the reporting person's services as an Independent Director of The (3) Kroger Co.

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.