

KROGER CO
Form 5
February 15, 2011

FORM 5

OMB APPROVAL

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

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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 *
Williams R. Pete

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/29/2011

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

1014 VINE STREET

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

CINCINNATI, OH 45202

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock | Â | Â | Â | Â Â Â Â | 70,859.4142 (1) (2) | 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.

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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. 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 of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Performance Stock Option | \$ 24.43 | Â | Â | Â | Â | Â | Â (3) | 05/10/2011 | Common Stock | 10,000 |
| Non-Qualified Stock Option | \$ 24.43 | Â | Â | Â | Â | Â | Â (4) | 05/10/2011 | Common Stock | 10,000 |
| Non-Qualified Performance Stock Option | \$ 22.995 | Â | Â | Â | Â | Â | Â (5) | 05/09/2012 | Common Stock | 10,000 |
| Non-Qualified Stock Option | \$ 22.995 | Â | Â | Â | Â | Â | Â (4) | 05/09/2012 | Common Stock | 20,000 |
| Non-Qualified Stock Option | \$ 14.925 | Â | Â | Â | Â | Â | Â (4) | 12/12/2012 | Common Stock | 60,000 |
| Non-Qualified Stock Option | \$ 17.31 | Â | Â | Â | Â | Â | Â (4) | 05/06/2014 | Common Stock | 30,000 |
| Non-Qualified Stock Option | \$ 16.385 | Â | Â | Â | Â | Â | Â (4) | 05/05/2015 | Common Stock | 30,000 |
| Non-Qualified Stock Option | \$ 19.94 | Â | Â | Â | Â | Â | Â (4) | 05/04/2016 | Common Stock | 18,000 |
| Non-Qualified Stock Option | \$ 28.27 | Â | Â | Â | Â | Â | Â (4) | 06/28/2017 | Common Stock | 20,000 |
| Non-Qualified Stock Option | \$ 28.61 | Â | Â | Â | Â | Â | Â (4) | 06/26/2018 | Common Stock | 20,000 |
| Non-Qualified Stock Option | \$ 22.34 | Â | Â | Â | Â | Â | Â (4) | 06/25/2019 | Common Stock | 20,000 |
| Non-Qualified Stock Option | \$ 20.16 | Â | Â | Â | Â | Â | Â (4) | 06/24/2020 | Common Stock | 20,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

