

KROGER CO  
Form 5  
March 07, 2005

**FORM 5**

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

OMB APPROVAL

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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 \*  
MCMULLEN W RODNEY

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)  
01/29/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Vice Chairman

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                    |                                      |  |                                | (A) or (D) Price  | 404,579.0446<br>(1)  | D  |                                   |

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

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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 Number of Shares |
| Non-Qualified Stock Option                 | \$ 6.9225  | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(2)</u>   | 06/18/2005      | Common Stock  | 40,000                  |
| Non-Qualified Stock Option                 | \$ 10.375  | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(2)</u>   | 04/17/2006      | Common Stock  | 60,000                  |
| Non-Qualified Stock Option                 | \$ 13.4375   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(3)</u>   | 05/14/2007      | Common Stock  | 25,000                  |
| Non-Qualified Performance Stock Option     | \$ 13.4375   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(4)</u>   | 05/14/2007      | Common Stock  | 25,000                  |
| Non-Qualified Stock Option                 | \$ 22.2344   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(5)</u>   | 04/15/2008      | Common Stock  | 30,000                  |
| Non-Qualified Performance Stock Option     | \$ 22.2344   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(4)</u>   | 04/15/2008      | Common Stock  | 30,000                  |
| Non-Qualified Stock Option                 | \$ 27.1719   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(3)</u>   | 05/26/2009      | Common Stock  | 30,000                  |
| Non-Qualified Performance Stock Option     | \$ 27.1719   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(6)</u>   | 05/26/2009      | Common Stock  | 30,000                  |
| Non-Qualified Stock Option                 | \$ 16.5938   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(3)</u>   | 02/10/2010      | Common Stock  | 125,000                 |
| Non-Qualified Performance Stock Option     | \$ 16.5938   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(7)</u>   | 02/10/2010      | Common Stock  | 25,000                  |
| Non-Qualified Stock Option                 | \$ 24.43   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(3)</u>   | 05/09/2011      | Common Stock  | 25,000                  |
| Non-Qualified Performance Stock Option     | \$ 24.43   | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(8)</u>   | 05/09/2011      | Common Stock  | 25,000                  |
| Non-Qualified Stock Option                 | \$ 22.995  | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(3)</u>   | 05/09/2012      | Common Stock  | 50,000                  |
|  | \$ 22.995  | Â                                    | Â  | Â                              | Â   | Â   | Â <u>(9)</u>   | 05/09/2012      |   | 25,000                  |



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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.

- (9) 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.

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