KROGER CO
Form 4
March 30, 2007

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON CARVER L

(Last) (First) (Middle)

1014 VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/29/2007

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)
Group Vice President

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/29/2007		M		48,000	A	$ 14.925	58,935	D	
Common Stock	03/29/2007		M		10,000	A	$ 15.5625	68,935	D	
Common Stock	03/29/2007		M		6,000	A	$ 16.385	74,935	D	
Common Stock	03/29/2007		M		50,000	A	$ 16.5938	124,935	D	
Common Stock	03/29/2007		M		12,000	A	$ 17.31	136,935	D	

Common Stock	03/29/2007	M	16,000	A	$ 22.995	152,935	D	
Common Stock	03/29/2007	M	10,000	A	$ 24.43	162,935	D	
Common Stock	03/29/2007	S	133,400	D	$ 28.32 (1)	29,535	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)

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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option	$ 22.995	03/29/2007		M			16,000	(2)	05/09/2012	Common Stock	16,0
Non-Qualified Stock Option	$ 14.925	03/29/2007		M			48,000	(2)	12/12/2012	Common Stock	48,0
Non-Qualified Stock Option	$ 17.31	03/29/2007		M			12,000	(2)	05/06/2014	Common Stock	12,0
Non-Qualified Stock Option	$ 16.385	03/29/2007		M			6,000	(2)	05/05/2015	Common Stock	6,0
Non-Qualified Stock Option	$ 24.43	03/29/2007		M			10,000	(2)	05/10/2011	Common Stock	10,0
Non-Qualified Stock Option	$ 15.5625	03/29/2007		M			10,000	(2)	12/09/2009	Common Stock	10,0
Non-Qualified Stock Option	$ 16.5938	03/29/2007		M			50,000	(2)	02/11/2010	Common Stock	50,0

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

JOHNSON CARVER L
1014 VINE STREET
CINCINNATI, OH 45202

Group Vice President

Signatures

/s/ Carver L. Johnson, by Bruce M. Gack, Attorney-in-Fact — 03/30/2007

**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) Represents the weighted average of shares sold at prices varying from $28.00 to $28.395 per share. Shares were sold at the market in connection with one market order placed by the reporting person.

(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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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