

KROGER CO  
Form 4  
July 09, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SCHLOTMAN J MICHAEL**

(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)  
07/08/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (D) Price			
Common Stock	07/08/2008		S	2,000 D \$ 29.79	105,900.8028	D	
Common Stock	07/08/2008		S	100 D \$ 29.789	105,800.8028	D	
Common Stock	07/08/2008		S	665 D \$ 29.785	105,135.8028	D	
Common Stock	07/08/2008		S	1,200 D \$ 29.77	103,935.8028	D	
Common Stock	07/08/2008		S	500 D \$ 29.765	103,435.8028	D	
	07/08/2008		S	650 D \$ 29.755	102,785.8028	D	

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Common Stock									
Common Stock	07/08/2008		S	1,000	D	\$ 29.7701	101,785.8028	D	
Common Stock	07/08/2008		S	1,500	D	\$ 29.7901	100,285.8028	D	
Common Stock	07/08/2008		S	1,100	D	\$ 29.775	99,185.8028	D	
Common Stock	07/08/2008		S	2,350	D	\$ 29.8001	96,835.8028	D	
Common Stock	07/08/2008		S	1,000	D	\$ 29.8101	95,835.8028	D	
Common Stock	07/08/2008		S	1,000	D	\$ 29.8301	94,835.8028	D	
Common Stock	07/08/2008		S	100	D	\$ 29.85	94,735.8028	D	
Common Stock	07/08/2008		S	300	D	\$ 29.845	94,435.8028	D	
Common Stock	07/08/2008		S	1,150	D	\$ 29.855	93,285.8028	D	
Common Stock	07/08/2008		S	200	D	\$ 29.86	93,085.8028	D	
Common Stock	07/08/2008		S	100	D	\$ 29.869	92,985.8028	D	
Common Stock	07/08/2008		S	700	D	\$ 29.87	92,285.8028	D	
Common Stock	07/08/2008		S	1,400	D	\$ 29.84	90,885.8028 (1)	D	
Common Stock							2,805	I	by Children

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 1474  
(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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Code	V	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 3 and 4)
			(A)	(D)					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHLOTMAN J MICHAEL 1014 VINE STREET CINCINNATI, OH 45202			Senior Vice President	

## Signatures

/s/ Michael J. Schlotman, by Bruce M. Gack,  
Attorney-in-Fact

07/09/2008

\_\_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) 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.

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.