**KROGER CO** Form 4

December 12, 2005

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

OMB 3235-0287 Number:

Expires:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, 2005

Section 16. Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Estimated average burden hours per response...

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

0.5

**OMB APPROVAL** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* PHILLIPS SUSAN M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol KROGER CO [KR]

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First)

(Middle)

(Check all applicable)

**GEORGE WASHINGTON** 

3. Date of Earliest Transaction

(Month/Day/Year) 12/08/2005

X\_ Director 10% Owner Officer (give title Other (specify below)

UNIVERSITY, 710 21ST ST... **GOVT HALL STE 206** 

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

WASHINGTON, DC 20052

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(Month/Day/Year)

(A) Transaction(s) or

(Instr. 3 and 4) Price

Common 12/08/2005 Stock

Code V Amount (D) 2,500 \$0 A

(1)

14,500

Reported

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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)

#### Edgar Filing: KROGER CO - Form 4

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 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 A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Non-Qualified Stock Option	\$ 19.525	12/08/2005		A	5,000	(2)	12/08/2015	Common Stock	5,00

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

PHILLIPS SUSAN M

GEORGE WASHINGTON UNIVERSITY

GEORGE WASHINGTON UNIVERSITY 710 21ST ST., GOVT HALL STE 206 WASHINGTON, DC 20052



## **Signatures**

/s/ Susan M. Phillips, by Bruce M. Gack, Attorney-in-Fact

12/12/2005

\*\*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) Restricted stock awarded pursuant to a long-term incentive plan of The Kroger Co. The restrictions lapse as to 50% one year from the date of the award, and as to 50% two years from the date of the award.
- (2) These options were granted under an option 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 grant.

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.

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