

KROGER CO
Form 5
February 25, 2009

FORM 5

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

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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
Williams R. Pete

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
01/31/2009

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 ____ Other (specify
below) below)

Senior Vice President

6. Individual or Joint/Group Reporting

(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 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 Indirect Beneficial Ownership (Instr. 4)
				(A) or Amount (D) Price			
Common Stock	Â	Â	Â	Â Â Â	55,847.3232 (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.**

SEC 2270
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Performance Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	Â <u>(3)</u>	05/27/2009	Common Stock	18,000
Non-Qualified Performance Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â <u>(4)</u>	02/11/2010	Common Stock	10,000
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(5)</u>	05/10/2011	Common Stock	10,000
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â <u>(6)</u>	05/09/2012	Common Stock	10,000
Non-Qualified Stock Option	\$ 27.1719	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/27/2009	Common Stock	18,000
Non-Qualified Stock Option	\$ 16.5938	Â	Â	Â	Â	Â	Â <u>(7)</u>	02/11/2010	Common Stock	10,000
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/10/2011	Common Stock	10,000
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/09/2012	Common Stock	20,000
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	Â <u>(7)</u>	12/12/2012	Common Stock	60,000
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/06/2014	Common Stock	30,000
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/05/2015	Common Stock	30,000
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	Â <u>(7)</u>	05/04/2016	Common Stock	18,000
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	Â <u>(7)</u>	06/28/2017	Common Stock	20,000
	\$ 28.61	Â	Â	Â	Â	Â	Â <u>(7)</u>	06/26/2018		20,000

Non-Qualified
Stock OptionCommon
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams R. Pete 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President	Â

Signatures

/s/ R. Pete
Williams

02/23/2009

**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).

Between February 3, 2008 and January 31, 2009, the reporting person acquired 778.1955 shares of Kroger common stock 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 by plan trustees.

(2) 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.

(3) 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 75% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 252% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(4) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved an 81% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 16% appreciation per annum from the date of grant or 280% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(5) 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 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% 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.

(6) 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.

(7) 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 provided 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.