

KROGER CO  
Form 5  
February 15, 2011

# 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 \*  
**HENDERSON SCOTT M**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)  
  
1014 VINE STREET  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
01/29/2011

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	24,696.7578 (1) (2)	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 or Number of Shares
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â (3)	05/10/2011	Common Stock	4,500
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â	Â (4)	05/10/2011	Common Stock	4,500
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â (5)	05/09/2012	Common Stock	4,500
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â	Â (4)	05/09/2012	Common Stock	4,500
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â	Â (4)	12/12/2012	Common Stock	4,000
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â	Â (4)	05/06/2014	Common Stock	2,400
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â	Â (4)	05/05/2015	Common Stock	4,800
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â	Â (4)	05/04/2016	Common Stock	6,000
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â	Â (4)	06/28/2017	Common Stock	6,000
Non-Qualified Stock Option	\$ 28.61	Â	Â	Â	Â	Â	Â (4)	06/26/2018	Common Stock	8,000
Non-Qualified Stock Option	\$ 22.34	Â	Â	Â	Â	Â	Â (4)	06/25/2019	Common Stock	8,000
Non-Qualified Stock Option	\$ 20.16	Â	Â	Â	Â	Â	Â (4)	06/24/2020	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

HENDERSON SCOTT M
1014 VINE STREET
CINCINNATI, OH 45202
Vice President & Treasurer

Signatures

/s/ Scott M. Henderson 02/15/2011

\*\*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) 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 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.
(4) 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.
(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 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.

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.