UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): May 5, 2005

THE KROGER CO.

 $(Exact\ name\ of\ registrant\ as\ specified\ in\ its\ charter)$

An Ohio Corporation (State or other jurisdiction

No. 1-303 (Commission File Number) 31-0345740 (IRS Employer Number)

of incorporation)

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1014 Vine Street

Cincinnati, OH 45201

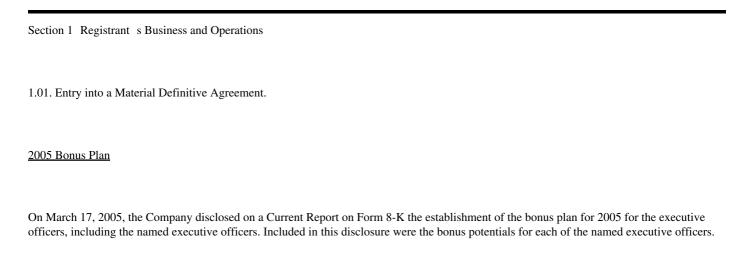
(Address of principal executive offices)

Registrant s telephone number: (513) 762-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- " Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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At meetings held on May 5, 2005, the Compensation Committee and the board of directors met with the Committee s independent compensation consultant and determined that the salaries of the named executive officers met the Company s compensation objectives and will not be adjusted for 2005. As part of that review the board and the Committee also determined that the previously reported bonus potentials of the named executive officers will be increased in the range of 9-12%, effective May 1, 2005.

The terms and conditions of the 2005 bonus plan remained unchanged.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereto duly authorized.

THE KROGER CO.

May 11, 2005 By: /s/ Paul Heldman

Paul Heldman Senior Vice President, Secretary

and General Counsel