

KROGER CO
Form 3
June 27, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Adcock Mary Ellen

(Last) (First) (Middle)

THE KROGER CO., 1014
VINE STREET

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/23/2016

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Group 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

24,511

D

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option	Â ⁽¹⁾	06/24/2020	Common Stock	1,850	\$ 10.08	D	Â
Non-Qualified Stock Option	Â ⁽¹⁾	06/23/2021	Common Stock	5,800	\$ 12.37	D	Â
Non-Qualified Stock Option	Â ⁽¹⁾	07/12/2022	Common Stock	9,600	\$ 10.98	D	Â
Non-Qualified Stock Option	Â ⁽¹⁾	07/15/2023	Common Stock	14,500	\$ 18.88	D	Â
Non-Qualified Stock Option	Â ⁽¹⁾	07/15/2024	Common Stock	18,500	\$ 24.665	D	Â
Non-Qualified Stock Option	Â ⁽¹⁾	07/15/2025	Common Stock	6,500	\$ 38.33	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adcock Mary Ellen THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Group Vice President	Â

Signatures

/s/ Mary Ellen
Adcock

06/27/2016

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 is insufficient, *See* Instruction 6 for procedure.

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