KROGER CO Form 4 July 09, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Expires:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

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(b).

1. Name and Address of Reporting Person * SCHLOTMAN J MICHAEL			2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
1014 VINE S'	TREET		(Month/Day/Year) 07/08/2008	Director 10% OwnerX Officer (give title Other (specify below) Senior Vice President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CINCINNATI, OH 45202				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owne		

(City)	(State)	(Zip) Tak	ole I - Non-	-Derivativ	e Seci	urities Acqui	ired, Disposed of, o	r Beneficially	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				Securities	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)
Common Stock	07/08/2008		S	2,000	D	\$ 29.79	105,900.8028	D	
Common Stock	07/08/2008		S	100	D	\$ 29.789	105,800.8028	D	
Common Stock	07/08/2008		S	665	D	\$ 29.785	105,135.8028	D	
Common Stock	07/08/2008		S	1,200	D	\$ 29.77	103,935.8028	D	
Common Stock	07/08/2008		S	500	D	\$ 29.765	103,435.8028	D	
	07/08/2008		S	650	D	\$ 29.755	102,785.8028	D	

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Comi								
Comi	07/08/2008	S	1,000	D	\$ 29.7701	101,785.8028	D	
Comi	07/08/2008	S	1,500	D	\$ 29.7901	100,285.8028	D	
Comi	07/08/2008	S	1,100	D	\$ 29.775	99,185.8028	D	
Comi	07/08/2008	S	2,350	D	\$ 29.8001	96,835.8028	D	
Com	07/08/2008	S	1,000	D	\$ 29.8101	95,835.8028	D	
Comi	07/08/2008	S	1,000	D	\$ 29.8301	94,835.8028	D	
Comi	07/08/2008	S	100	D	\$ 29.85	94,735.8028	D	
Comi	07/08/2008	S	300	D	\$ 29.845	94,435.8028	D	
Comi	07/08/2008	S	1,150	D	\$ 29.855	93,285.8028	D	
Comi	07/08/2008	S	200	D	\$ 29.86	93,085.8028	D	
Com	07/08/2008	S	100	D	\$ 29.869	92,985.8028	D	
Comi	07/08/2008	S	700	D	\$ 29.87	92,285.8028	D	
Comi	07/08/2008	S	1,400	D	\$ 29.84	90,885.8028 (1)	D	
Com						2,805	I	by Children

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

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHLOTMAN J MICHAEL 1014 VINE STREET CINCINNATI, OH 45202

Senior Vice President

Signatures

/s/ Michael J. Schlotman, by Bruce M. Gack, Attorney-in-Fact

07/09/2008

Own

Follo

Repo

Trans

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Shares

**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) 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.

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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