

KROGER CO
Form 5
March 03, 2017

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

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1. Name and Address of Reporting Person *
Clark Robert W

(Last) (First) (Middle)

THE KROGER CO., 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)
01/28/2017

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 below) ____ Other (specify 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) (A) or Amount (D) Price | 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 12/27/2016 | Â | G | 430 D \$ 0 | 115,528.781 (1) | D | Â |

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

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contained in this form are not required to respond unless
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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 Stock Option | \$ 14.305 | Â | Â | Â | Â Â | Â <u>(2)</u> 06/26/2018 | Common Stock 11,00 |
| Non-Qualified Stock Option | \$ 11.17 | Â | Â | Â | Â Â | Â <u>(2)</u> 06/25/2019 | Common Stock 14,50 |
| Non-Qualified Stock Option | \$ 10.08 | Â | Â | Â | Â Â | Â <u>(2)</u> 06/24/2020 | Common Stock 14,50 |
| Non-Qualified Stock Option | \$ 10.08 | Â | Â | Â | Â Â | Â <u>(2)</u> 06/24/2020 | Common Stock 7,00 |
| Non-Qualified Stock Option | \$ 10.94 | Â | Â | Â | Â Â | Â <u>(2)</u> 09/16/2020 | Common Stock 7,00 |
| Non-Qualified Stock Option | \$ 12.37 | Â | Â | Â | Â Â | Â <u>(2)</u> 06/23/2021 | Common Stock 14,50 |
| Non-Qualified Stock Option | \$ 12.37 | Â | Â | Â | Â Â | Â <u>(2)</u> 06/23/2021 | Common Stock 8,00 |
| Non-Qualified Stock Option | \$ 11.76 | Â | Â | Â | Â Â | Â <u>(2)</u> 12/08/2021 | Common Stock 10,00 |
| Non-Qualified Stock Option | \$ 10.98 | Â | Â | Â | Â Â | Â <u>(2)</u> 07/12/2022 | Common Stock 16,00 |
| Non-Qualified Stock Option | \$ 15.75 | Â | Â | Â | Â Â | Â <u>(3)</u> 03/14/2023 | Common Stock 20,00 |
| Non-Qualified Stock Option | \$ 15.75 | Â | Â | Â | Â Â | Â <u>(2)</u> 03/14/2023 | Common Stock 5,00 |
| Non-Qualified Stock Option | \$ 18.88 | Â | Â | Â | Â Â | Â <u>(2)</u> 07/15/2023 | Common Stock 30,00 |
| Non-Qualified Stock Option | \$ 24.665 | Â | Â | Â | Â Â | Â <u>(2)</u> 07/15/2024 | Common Stock 30,00 |
| Non-Qualified Stock Option | \$ 38.33 | Â | Â | Â | Â Â | Â <u>(2)</u> 07/15/2025 | Common Stock 29,97 |
| Non-Qualified Stock Option | \$ 37.48 | Â | Â | Â | Â Â | Â <u>(2)</u> 07/13/2026 | Common Stock 57,03 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark Robert W THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/ Robert W. Clark, by Stacey M. Heiser,
Attorney-in-Fact

03/03/2017

__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 September 30, 2016 and December 31, 2016, the reporting person acquired 118.8295 shares of Kroger common stock in the Company's employee benefit plans, based on information from plan trustees. 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.
- (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.
 - (2) These options were granted under an option plan of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.
 - (3)

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.