

McKinney Stephen M
 Form 3
 March 16, 2018

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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
McKinney Stephen M		(Month/Day/Year)	KROGER CO [KR]	
(Last)	(First)	(Middle)	03/15/2018	
THE KROGER CO., 1014 VINE STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
CINCINNATI, OH 45202			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Senior Vice President	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	130,786.4781 ⁽¹⁾	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)	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 (2)	06/24/2020	Common Stock	2,800	\$ 10.08	D	Â
Non-Qualified Stock Option	Â (2)	06/23/2021	Common Stock	3,200	\$ 12.37	D	Â
Non-Qualified Stock Option	Â (2)	07/12/2022	Common Stock	9,600	\$ 10.98	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2023	Common Stock	16,000	\$ 18.88	D	Â
Non-Qualified Stock Option	Â (3)	12/12/2023	Common Stock	20,000	\$ 19.995	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2024	Common Stock	21,000	\$ 24.665	D	Â
Non-Qualified Stock Option	Â (2)	07/15/2025	Common Stock	20,993	\$ 38.33	D	Â
Non-Qualified Stock Option	Â (2)	07/13/2026	Common Stock	36,260	\$ 37.48	D	Â
Non-Qualified Stock Option	Â (2)	07/13/2027	Common Stock	43,546	\$ 22.92	D	Â
Phantom Stock	Â (4)	Â (4)	Common Stock	4,076.26	\$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McKinney Stephen M THE KROGER CO. 1014 VINE STREET CINCINNATI, OH 45202	Â	Â	Â Senior Vice President	Â

Signatures

/s/ Stephen M. McKinney 03/16/2018

**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) 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.

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- (2) These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments over a five-year period, at the rate of 20% per year commencing one year from the date of the grant.
- These options were granted under a long-term incentive plan of The Kroger Co. and vest in equal annual installments in whole share
- (3) 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.
- (4) Each share of phantom stock is the economic equivalent of one share of The Kroger Co. common stock. Shares of phantom stock will be settled in cash upon the reporting person's retirement or other termination of service.

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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