Edgar Filing: BEYER ROBERT D - Form 4

BEYER ROBERT Form 4	D								
September 05, 201	7								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						COMMISSION		9PROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	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						Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type Respons	ses)								
1. Name and Address BEYER ROBERT	Symbol	2. Issuer Name and Ticker or Trading Symbol KROGER CO [KR]			5. Relationship of Reporting Person(s) to Issuer				
(Mo			3. Date of Earliest Transaction (Month/Day/Year) 09/01/2017			(Check all applicable) Director 10% Owner Officer (give title below) Other (specify below)			
(St	(Street) 4. If Amendmer Filed(Month/Day			Day/Year) Applicable Line)			int/Group Filing(Check Dne Reporting Person		
CINCINNATI, OI	H 45202					Form filed by N Form filed by N Person			
(City) (St	tate) (Z	^{ip)} Table	e I - Non-Deriv	vative Sec	urities Ac	quired, Disposed o	f, or Beneficial	ly Owned	
	-	2A. Deemed Execution Date, if any (Month/Day/Year)	TransactionA Code D	isposed of nstr. 3, 4 a	A) or f (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock				· · · · · · · · · · · · · · · · · · ·		233,299	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactie Code (Instr. 8)	5. Number of orDerivative 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 of Underlying Securities (Instr. 3 and 4)		8. P Deri Secu (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock - Incentive Shares	\$ 0 <u>(1)</u>	09/01/2017		А	38.786 (2)	(3)	(3)	Common Stock	38.786	\$ 2

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BEYER ROBERT D C/O THE KROGER CO., 1014 VINE STREET CINCINNATI, OH 45202	Х						
Signatures							
/s/ Robert D. Beyer, by Stacey Attorney-in-Fact		09/05/2017					
<u>**</u> Signature of Report		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) Each phantom share represents the right to receive one common share upon distribution from the deferred compensation account.
- Represents phantom stock acquired in dividend reinvestment transactions under a deferred compensation plan of The Kroger Co. (2)
- Shares of phantom stock will be distributed following termination of the reporting person's services as an Independent Director of The (3) Kroger Co.

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.