

KROGER CO
Form 8-K
June 28, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: **June 23, 2011**

(Date of earliest event reported)

THE KROGER CO.

(Exact name of registrant as specified in its charter)

An Ohio Corporation
(State or other jurisdiction of
incorporation)

No. 1-303
(Commission File Number)

31-0345740
(IRS Employer
Identification No.)

1014 Vine Street
Cincinnati, OH 45201
(Address of principal executive offices)

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Registrant's telephone number: (513) 762-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and ManagementItem 5.07 Submission of Matters to a Vote of Security Holders.

(a) June 23, 2011 Annual Meeting

(b) The shareholders elected fourteen directors to serve until the annual meeting in 2012, or until their successors have been elected and qualified; approved the 2011 Long-Term Incentive and Cash Bonus Plan; approved executive compensation on an advisory basis; recommended every one year as the frequency of future advisory votes on executive compensation; and ratified the selection of PricewaterhouseCoopers LLP as the Company's independent public accounting firm for the year 2011. The shareholders defeated the shareholder proposal to recommend a revision to Kroger's Code of Conduct. The final results are as follows:

| To Serve Until 2012 | For | Against | Abstain | Broker Non-Votes |
|----------------------------|-------------|----------------|----------------|-----------------------------|
| Reuben V. Anderson | 465,169,182 | 6,481,202 | 1,774,126 | 46,134,428 |
| Robert D. Beyer | 463,668,195 | 7,884,204 | 1,872,111 | 46,134,428 |
| David B. Dillon | 457,101,220 | 14,957,801 | 1,365,489 | 46,134,428 |
| Susan J. Kropf | 468,078,216 | 3,448,551 | 1,897,743 | 46,134,428 |
| John T. LaMacchia | 463,488,440 | 8,092,612 | 1,843,458 | 46,134,428 |
| David B. Lewis | 468,335,553 | 3,235,354 | 1,853,603 | 46,134,428 |
| W. Rodney McMullen | 465,024,136 | 6,910,434 | 1,489,940 | 46,134,428 |
| Jorge P. Montoya | 467,985,500 | 3,484,018 | 1,954,992 | 46,134,428 |
| Clyde R. Moore | 463,812,899 | 7,898,556 | 1,713,055 | 46,134,428 |
| Susan M. Phillips | 468,575,702 | 2,899,434 | 1,949,374 | 46,134,428 |
| Steven R. Rogel | 464,878,054 | 6,727,350 | 1,819,106 | 46,134,428 |
| James A. Runde | 467,330,211 | 4,060,614 | 2,033,685 | 46,134,428 |
| Ronald L. Sargent | 441,156,365 | 30,494,750 | 1,773,395 | 46,134,428 |
| Bobby S. Shackouls | 464,778,350 | 6,871,024 | 1,775,136 | 46,134,428 |

| | For | Against | Abstain | Broker Non-Votes |
|--|-------------|----------------|----------------|-----------------------------|
| Approve the 2011 Long-Term Incentive and Cash Bonus Plan | 414,047,032 | 57,600,398 | 1,777,079 | 46,134,428 |

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| | For | Against | Abstain | Broker Non-Votes |
|--|-------------|----------------|----------------|-----------------------------|
| Advisory vote approving executive compensation | 458,426,969 | 12,588,888 | 2,408,653 | 46,134,428 |

| | One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|--|-----------------|------------------|--------------------|----------------|-----------------------------|
| Advisory vote regarding frequency of future advisory votes on executive compensation | 370,654,835 | 3,739,334 | 97,186,966 | 1,843,375 | 46,134,428 |

| | For | Against | Abstain |
|---|-------------|----------------|----------------|
| Approve PricewaterhouseCoopers LLP as auditors for 2010 | 511,146,038 | 6,789,564 | 1,623,336 |

| | For | Against | Abstain | Broker Non-Votes |
|--|------------|----------------|----------------|-----------------------------|
| Shareholder proposal (recommending revision to Kroger's Code of Conduct) | 43,817,763 | 352,330,041 | 77,275,926 | 46,134,428 |

(d) Upon consideration of the results of the shareholder vote on frequency of future advisory votes on executive compensation, the Board of Directors determined to follow the shareholder recommendation of every one year for holding an advisory vote on executive compensation until the next required vote on the frequency of future advisory votes on executive compensation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE KROGER CO.

June 28, 2011

By:

/s/ Paul Heldman
Paul Heldman

Executive Vice President, Secretary
General Counsel