

KROGER CO  
Form 5  
March 10, 2008

**FORM 5**

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

OMB APPROVAL

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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

1. Name and Address of Reporting Person \*  
DILLON DAVID B

(Last) (First) (Middle)

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)  
02/02/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

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) Amount	or (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	Â	Â	Â	Â	Â	Â	780,268.4189 (1) (2)	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	170,318 (3)	I	by Spouse
Common Stock	Â	Â	Â	Â	Â	Â	36,016	I	by Trust/Children

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

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SEC 2270 (9-02)

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

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 Number Shares
Non-Qualified Performance Stock Option	\$ 22.2344	Â	Â	Â	Â	Â (4) 04/16/2008	Common Stock 35,000
Non-Qualified Performance Stock Option	\$ 27.1719	Â	Â	Â	Â	Â (5) 05/27/2009	Common Stock 50,000
Non-Qualified Performance Stock Option	\$ 16.5938	Â	Â	Â	Â	Â (6) 02/11/2010	Common Stock 35,000
Non-Qualified Performance Stock Option	\$ 22.995	Â	Â	Â	Â	Â (7) 05/09/2012	Common Stock 35,000
Non-Qualified Performance Stock Option	\$ 24.43	Â	Â	Â	Â	Â (8) 05/10/2011	Common Stock 35,000
Non-Qualified Stock Option	\$ 22.995	Â	Â	Â	Â	Â (9) 05/09/2012	Common Stock 70,000
Non-Qualified Stock Option	\$ 14.925	Â	Â	Â	Â	Â (9) 12/12/2012	Common Stock 210,000
Non-Qualified Stock Option	\$ 17.31	Â	Â	Â	Â	Â (9) 05/06/2014	Common Stock 300,000
Non-Qualified Stock Option	\$ 16.385	Â	Â	Â	Â	Â (9) 05/05/2015	Common Stock 300,000
Non-Qualified Stock Option	\$ 19.94	Â	Â	Â	Â	Â (9) 05/04/2016	Common Stock 240,000
Non-Qualified Stock Option	\$ 28.27	Â	Â	Â	Â	Â (9) 06/28/2017	Common Stock 220,000
Non-Qualified Stock Option	\$ 24.43	Â	Â	Â	Â	Â (9) 05/10/2011	Common Stock 35,000
	\$ 16.5938	Â	Â	Â	Â	Â (9) 02/11/2010	175,000



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- (9) 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.

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