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KROGER CO
Form 10-K/A
May 22, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED February 2, 2002.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

COMMISSION FILE NUMBER 1-303

THE KROGER CO.

(Exact name of registrant as specified in its charter)

Ohio

31-0345740

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

1014 Vine Street, Cincinnati, OH 45202

45202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (513) 762-4000

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class	Name of each exchange on which registered
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Common Stock \$1 par value	New York Stock Exchange
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794,109,633 shares
outstanding on April 24, 2002

Securities registered pursuant to section 12(g) of the Act:
NONE

(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days.

Yes No _____

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10K or any

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amendment to this Form 10-K. []

The aggregate market value of the Common Stock of The Kroger Co. held by non-affiliates as of March 11, 2002: \$17,882,235,374.

Documents Incorporated by Reference:

Proxy Statement to be filed pursuant to Regulation 14A of the Exchange Act on or before June 2, 2002, incorporated by reference into Parts II and III of Form 10-K.

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PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Financial Statements:

Report of Independent Public Accountants
Consolidated Balance Sheet as of February 2, 2002 and February 3, 2001
Consolidated Statement of Income for the years ended February 2, 2002, February 3, 2001, and January 29, 2000
Consolidated Statement of Cash Flows for the years ended February 2, 2002 and February 3, 2001
Consolidated Statement of Changes in Shareowners' Equity (Deficit)
Notes to Consolidated Financial Statements

Financial Statement Schedules:

There are no Financial Statement Schedules included with this filing for the reason that they are not applicable or are not required or the information is included in the financial statements or notes thereto

(b) Reports on Form 8-K:

On December 11, 2001, The Kroger Co. filed a Current Report on Form 8-K with the SEC disclosing its earnings release for the third quarter 2001, including unaudited financial statements for that quarter.

(c) Exhibits

3.1 Amended Articles of Incorporation of The Kroger Co. are incorporated by reference to Exhibit 3.1 of The Kroger Co.'s Quarterly Report on Form 10-Q for the quarter ended October 3, 1998. The Kroger Co.'s Regulations are incorporated by reference to Exhibit 4.2 of The Kroger Co.'s Registration Statement on Form S-3 (Registration No. 33-57552) filed with the SEC on January 28, 1993.

4.1 Instruments defining the rights of holders of

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long-term debt of the Company and its subsidiaries are not filed as Exhibits because the amount of debt under each instrument is less than 10% of the consolidated assets of the Company. The Company undertakes to file these instruments with the Commission upon request.

- 10.1 Material Contracts - Third Amended and Restated Employment Agreement dated as of July 22, 1993, between the Company and Joseph A. Pichler is hereby incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarter ended October 9, 1993.
- *10.2 Executive Employment Agreement dated as of November 30, 2001, between the Company and David B. Dillon.
- *10.3 Executive Employment Agreement dated as of April 22, 2002, between the Company and W. Rodney McMullen.

- *10.4 Executive Employment Agreement dated as of November 30, 2001, between the Company and Don W. McGeorge.
- 10.5 Non-Employee Directors' Deferred Compensation Plan. Incorporated by reference to Appendix J to Exhibit 99.1 of Fred Meyer, Inc.'s Current Report on Form 8-K dated September 9, 1997, SEC File No. 1-13339.
- *12.1 Statement of Computation of Ratio of Earnings to Fixed Charges.
- 21.1 Subsidiaries of the Registrant.
- *23.1 Consent of Independent Public Accountants.
- *24.1 Powers of Attorney.
- 99.1 Annual Reports on Form 11-K for The Kroger Co. Savings Plan and the Fred Meyer, Inc. 401(k) Savings Plan for Collective Bargaining Unit Employees for the Year 2001 will be filed by amendment on or before June 29, 2002.

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*Previously filed.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE KROGER CO.

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Dated: May 22, 2002 By (*Joseph A. Pichler)
Joseph A. Pichler, Chairman
of the Board of Directors and
Chief Executive Officer

Dated: May 22, 2002 By (*J. Michael Schlotman)
J. Michael Schlotman
Group Vice President and
Chief Financial Officer

Dated: May 22, 2002 By (*M. Elizabeth Van Oflen)
M. Elizabeth Van Oflen
Vice President & Corporate Controller
and Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities indicated on the 22nd day of May, 2002.

Reuben V. Anderson Director

Robert D. Beyer Director
(*Robert D. Beyer)
Robert D. Beyer

John L. Clendenin Director

David B. Dillon President, Chief Operating
Officer, and Director
(*David B. Dillon)

Bruce Karatz Director
(*Bruce Karatz)
Bruce Karatz

David B. Lewis Director
(*David B. Lewis)
David B. Lewis

John T. LaMacchia Director
(*John T. LaMacchia)
John T. LaMacchia

Edward M. Liddy Director

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Clyde R. Moore Director
(*Clyde R. Moore)
Clyde R. Moore

Thomas H. O'Leary Director

Katherine D. Ortega Director
(*Katherine D. Ortega)
Katherine D. Ortega

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(*Joseph A. Pichler)
Joseph A. Pichler

Chairman of the Board of
Directors, Chief Executive
Officer, and Director

(*Steven R. Rogel)
Steven R. Rogel

Director

(*Bobby S. Shackouls)
Bobby S. Shackouls

Director

*By: (Bruce M. Gack)
Bruce M. Gack
Attorney-in-fact

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