

KROGER CO
 Form 4
 December 13, 2002
 SEC Form 4

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| <p>FORM 4</p> <p>[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. 0.5</p> | |
| <p>1. Name and Address of Reporting Person* Dillon, David B.</p> <p>_____ (Last) (First) (Middle)</p> <p>1014 Vine Street</p> <p>_____ (Street)</p> <p>Cincinnati, OH 45202</p> <p>_____ (City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>The Kroger Co. KR</p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)</p> | <p>4. Statement for Month/Day/Year</p> <p>12/12/2002</p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <u>President and Chief Operating Officer</u></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |

| 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) | | | 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) |
| | | | Code | V | Amount | A/D | Price | | | |
| Common Stock | 12/12/2002 | | A | | 44,870 (1) | A | \$ | 525,175.673 | D | |
| Common Stock | | | | | | | \$ | 223,600.000 | I | by Spouse/Children |
| Common Stock | | | | | | | \$ | 54,024.000 | I | by Trust/Children |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | |
|--|------------------|----------------|------------|----------------|-------------------------|-------------------------|------------------------|-------------|----------------------|
| 1. Title of Derivative | 2. Conversion or | 3. Transaction | 3A. Deemed | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable(DE) | 7. Title and Amount of | 8. Price of | 9. Number Derivative |
| | | | | | | | | | |

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| Security (Instr. 3) | Exercise Price of Derivative Security | Date (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Code (Instr.8) | | Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | and Expiration Date(ED) (Month/Day/Year) | | Underlying Securities (Instr. 3 and 4) | | Derivative Security (Instr.5) | Security Beneficially Owned Following Reported Transaction (Instr.4) |
|----------------------------|---------------------------------------|-----------------------|---|----------------|---|--|---|--|------------|--|----------------------------|-------------------------------|--|
| | | | | Code | V | A | D | DE | ED | Title | Amount or Number of Shares | | |
| Non-Qualified Stock Option | \$14.925 | 12/12/2002 | | A | | 210,000 | | (2) | 12/12/2012 | Common Stock | 210,000 | \$ | 210,000 |

Explanation of Responses:

(1) Restricted stock awarded pursuant to the 2002 Long-Term Incentive Plan. The restrictions lapse three years from the date of award.

(2) These options were granted under an option 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.

- The total amount of securities directly owned by the reporting person includes shares in the Company's employee benefit plans which are deemed to be "tax-conditioned plans" pursuant to Rule 16b-3, to the extent disclosed on reports received from plan trustees.

By:

/s/ David B. Dillon, by Bruce M. Gack, Attorney-in-Fact
12/13/2002

** Signature of Reporting Person
 Date

SEC 1474 (9-02)

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

* 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).
 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.