KROGER CO
Form 5
March 06, 2003
SEC Form 5

| **FORM 5**<br><br>**[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).**<br><br>**[ ] Form 3 Holdings Reported**<br><br>**[ ] Form 4 Transactions Reported** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**<br>**Washington, D.C. 20549**<br><br>**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**<br><br>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(f) of the Investment Company Act of 1940 | OMB APPROVAL<br><br>OMB Number: 3235-0362<br>Expires: January 31, 2005<br>Estimated average burden hours per response. . . . . 1.0 |
|---|---|---|

| 1. Name and Address of Reporting Person* | 2. Issuer Name and Ticker or Trading Symbol | 4. Statement for Month/Year | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|---|
| **Covert, Geoffrey J.**<br>(Last) (First) (Middle)<br>**1014 Vine Street**<br>(Street)<br>**Cincinnati, OH 45202**<br>(City) (State) (Zip) | **The Kroger Co.**<br>**KR**<br><br>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | **02/01/2003**<br><br>5. If Amendment, Date of Original (Month/Year) | _ Director _ 10% Owner<br>X Officer (give title below) _ Other (specify below)<br>Description **Senior Vice President**<br><br>7. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>_ 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)<br>Amount / A/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** | | | | / / $ | **44,360.7975** | **D** | |

**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/ | 4. Transaction Code (Instr.8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr.5) | 9. Number of Derivative Securities Beneficially Owned at End of Year Reported Transaction(s) | 10 Ov sh Fo De ati Se Di |
|---|---|---|---|---|---|---|---|---|---|---|

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Year) | | Of (D)<br>(Instr. 3, 4 and 5) | | | | (Instr.4) | or Ind<br>(In |
| | | | | | A or D | DE / ED | Title / Amount or Number of Shares | | | |
| **Non-Qualified Stock Option** | **$10.3750** | | | | | **/ 04/17/2006** | **Common Stock / 40,000.000** | **$** | **40,000.000** | |
| **Non-Qualified Stock Option** | **$13.4375** | | | | | **/ 05/14/2007** | **Common Stock / 9,000.000** | **$** | **9,000.000** | |
| **Non-Qualified Performance Stock Option** | **$13.4375** | | | | | **/ 05/14/2007** | **Common Stock / 9,000.000** | **$** | **9,000.000** | |
| **Non-Qualified Stock Option** | **$22.2344** | | | | | **/ 04/15/2008** | **Common Stock / 18,000.000** | **$** | **18,000.000** | |
| **Non-Qualified Performance Stock Option** | **$22.2344** | | | | | **/ 04/15/2008** | **Common Stock / 18,000.000** | **$** | **18,000.000** | |
| **Non-Qualified Stock Option** | **$27.1719** | | | | | **/ 05/26/2009** | **Common Stock / 25,000.000** | **$** | **25,000.000** | |
| **Non-Qualified Performance Stock Option** | **$27.1719** | | | | | **/ 05/26/2009** | **Common Stock / 25,000.000** | **$** | **25,000.000** | |
| **Non-Qualified Stock Option** | **$16.5938** | | | | | **/ 02/10/2010** | **Common Stock / 75,000.000** | **$** | **75,000.000** | |
| **Non-Qualified Performance Stock Option** | **$16.5938** | | | | | **/ 02/10/2010** | **Common Stock / 15,000.000** | **$** | **15,000.000** | |
| **Non-Qualified Stock Option** | **$24.4300** | | | | | **/ 05/09/2011** | **Common Stock / 12,500.000** | **$** | **12,500.000** | |
| **Non-Qualified Performance Stock Option** | **$24.4300** | | | | | **/ 05/09/2011** | **Common Stock / 12,500.000** | **$** | **12,500.000** | |
| **Non-Qualified Stock Option** | **$22.9950** | | | | | **/ 05/09/2012** | **Common Stock / 26,667.000** | **$** | **26,667.000** | |
| **Non-Qualified Performance Stock Option** | **$22.9950** | | | | | **/ 05/09/2012** | **Common Stock / 13,333.000** | **$** | **13,333.000** | |
| **Non-Qualified Stock Option** | **$14.9250** | | | | | **/ 12/12/2012** | **Common Stock / 80,000.000** | **$** | **80,000.000** | |

**Explanation of Responses:**

- 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/

Geoffrey J. Covert

** Signature of Reporting Person

**Date:**

03/06/2003

SEC 2270 (09-02)

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.