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KROGER CO  
Form 8-K  
August 14, 2002

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: August 14, 2002

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  
Number)

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

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

Item 9. Regulation FD Disclosure

On August 14, 2002, the Company filed with the SEC amendments to its Annual Report on Form 10-K for the fiscal year ended February 2, 2002, and its Quarterly Report on Form 10-Q for the quarter ended May 25, 2002. These filings were accompanied by the certifications attached hereto as Exhibit 99.1. Neither this disclosure nor the certifications attached as Exhibit 99.1 hereto will be deemed to be filed pursuant to Section 18 of the Exchange Act or otherwise subject to the liabilities of that section unless we expressly incorporate it by reference into a filing made under the Securities Act or the Exchange Act.

SIGNATURE

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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 hereto duly authorized.

THE KROGER CO.

August 14, 2002

By: (Paul Heldman)  
Paul Heldman  
Senior Vice President, Secretary  
and General Counsel

### EXHIBIT INDEX

| Exhibit No. | Exhibit                     |
|-------------|-----------------------------|
| 99.1        | CEO and CFO certifications. |