

KROGER CO  
 Form 5  
 February 24, 2003  
 SEC Form 5

<p><b>FORM 5</b></p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p><input type="checkbox"/> Form 3 Holdings Reported</p> <p><input type="checkbox"/> Form 4 Transactions Reported</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b></p> <p>Washington, D.C. 20549</p> <p><b>ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></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(f) of the Investment Company Act of 1940</p>	<p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0362                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . 1.0</p>
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<p>1. Name and Address of Reporting Person*  <b>Heldman, Paul W.</b></p> <p>_____                  (Last) (First)                  _____                  (Middle)</p> <p><b>1014 Vine Street</b></p> <p>_____                  (Street)</p> <p><b>Cincinnati, OH 45202</b></p> <p>_____                  (City) (State) (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>The Kroger Co.                  KR</b></p>	<p>4. Statement for Month/Year</p> <p><b>02/01/2003</b></p>	<p>6. Relationship of Reporting Person(s) to Issuer                  (Check all applicable)</p> <p><input 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 <b>Senior Vice President, Secretary and General Counsel</b></p> <hr/> <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>
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**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 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)
<b>Common Stock</b>				// \$	<b>163,350.3723</b>	<b>D</b>	
<b>Common Stock</b>				// \$	<b>320.000</b>	<b>I</b>	<b>By Children</b>

**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 Deri-	3. Transaction Date (Month/	3A. Deemed Execution Date, if any	4. Transaction Code (Instr.8)	5. Number of Derivative Securities Acquired	6. Date Exercisable(DE) and Expiration Date(ED)	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

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	ative Security	Day/Year)	(Month/Day/Year)	(A) or Disposed Of (D)  (Instr. 3, 4 and 5)	(Month/Day/Year)	DE / ED	Title / Amount or Number of Shares	at End of Year Reported Transaction(s) (Instr.4)	a S D o l (
Non-Qualified Stock Option	\$4.7200					/ 04/21/2003	Common Stock / 50,000.000	\$ 50,000.000	
Non-Qualified Stock Option	\$5.8450					/ 05/18/2004	Common Stock / 50,000.000	\$ 50,000.000	
Non-Qualified Stock Option	\$6.3750					/ 04/19/2005	Common Stock / 50,000.000	\$ 50,000.000	
Non-Qualified Stock Option	\$10.3750					/ 04/17/2006	Common Stock / 58,000.000	\$ 58,000.000	
Non-Qualified Stock Option	\$13.4375					/ 05/14/2007	Common Stock / 18,750.000	\$ 18,750.000	
Non-Qualified Performance Stock Option	\$13.4375					/ 05/14/2007	Common Stock / 18,750.000	\$ 18,750.000	
Non-Qualified Stock Option	\$22.2344					/ 04/15/2008	Common Stock / 20,000.000	\$ 20,000.000	
Non-Qualified Performance Stock Option	\$22.2344					/ 04/15/2008	Common Stock / 20,000.000	\$ 20,000.000	
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 / 100,000.000	\$ 100,000.000	
Non-Qualified Performance Stock Option	\$16.5938					/ 02/10/2010	Common Stock / 20,000.000	\$ 20,000.000	
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/

Date:

02/24/2003

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Paul W. Heldman

\*\* Signature of Reporting Person

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.