

PERRY M MARNETTE  
Form 3  
March 11, 2003

FORM 3

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . . . 0.5

1. Name and Address of Reporting Person\*

**Perry, M. Marnette**

(Last) (First) (Middle)

**1014 Vine Street**

(Street)

**Cincinnati, OH 45202**

(City) (State) (Zip)

2. Date of Event

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Requiring Statement  
Month/Day/Year

**03/02/2003**

3. I.R.S. Identification  
Number of Reporting  
Person, if an entity  
(voluntary)

4. Issuer ~~name~~ or Trading Symbol

**The Kroger Co.**  
**KR**

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

- Director
- 10% Owner
- Officer (give title below)
- Other (specify below)

Description  
**Group Vice President**

6. If Amendment,  
Date of Original  
(Month/Day/Year)

7. Individual or Joint/Group  
Filing (Check Applicable Line)

- Form filed by One Reporting Person
- Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security

(Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr.4)

3. Ownership Form:

Direct (D)

or

Indirect (I)

(Instr. 5)

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

**Common Stock**

**53,208.6713 (1)**

**D**

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**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
(Instr. 4)
2. Date Exercisable(DE) and  
Expiration Date(ED)  
(Month/Day/Year)

DE / ED

3. Title and Amount of  
Underlying Securities  
(Instr. 4)

Title / Amount or Number of Shares

4. Conversion or  
Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or  
Indirect (I)

(Instr.5) 6. Nature of  
Indirect  
Beneficial  
Ownership

(Instr.5) **Non-Qualified Stock Option**

(2) / 05/18/2004

**Common Stock / 16,000**

**\$5.8450**

D

**Non-Qualified Stock Option**

(2) / 04/19/2005

**Common Stock / 16,000**

**\$6.3750**

D

**Non-Qualified Stock Option**

(2) / 04/17/2006

**Common Stock / 16,000**

**\$10.3750**

D

**Non-Qualified Stock Option**

(3) / 05/14/2007

**Common Stock / 6,000**

**\$13.4375**

D

**Non-Qualified Performance Stock Option**

(4) / 05/14/2007

**Common Stock / 6,000**

**\$13.4375**

D

**Non-Qualified Stock Option**

(3) / 09/10/2007

**Common Stock / 16,000**

**\$14.5938**

D

**Non-Qualified Stock Option**

(3) / 04/15/2008

**Common Stock / 18,000**

**\$22.2344**

D

**Non-Qualified Performance Stock Option**

(4) / 04/15/2008

**Common Stock / 18,000**

**\$22.2344**

D

**Non-Qualified Stock Option**

(3) / 05/26/2009

**Common Stock / 18,000**

**\$27.1719**

D

**Non-Qualified Performance Stock Option**

(5) / 05/26/2009

**Common Stock / 18,000**

**\$27.1719**

D

**Non-Qualified Stock Option**

(3) / 02/10/2010

**Common Stock / 10,000**

**\$16.5938**

D

**Non-Qualified Performance Stock Option**

(6) / 02/10/2010

**Common Stock / 10,000**

**\$16.5938**

D

**Non-Qualified Stock Option**

(3) / 05/09/2011

**Common Stock / 10,000**

**\$24.4300**

D

**Non-Qualified Performance Stock Option**

(7) / 05/09/2011

**Common Stock / 10,000**

**\$24.4300**

D

**Non-Qualified Stock Option**

(3) / 05/09/2012

**Common Stock / 20,000**

**\$22.9950**

D

**Non-Qualified Performance Stock Option**

(8) / 05/09/2012

**Common Stock / 10,000**

**\$22.9950**

D

**Non-Qualified Stock Option**

(3) / 12/12/2012

**Common Stock / 60,000**

**\$14.9250**

D

**Explanation of Responses:**

(1) This amount includes an aggregate of 30,844 shares of restricted stock. The restrictions on 1,250 shares lapse on 12/05/2003. The restrictions on 1,250 shares lapse on 12/07/2004. The restrictions on 10,000 shares lapse on 12/07/2005. The restrictions on 18,344 shares lapse on 12/12/2005.

(2) These options were granted under various option plans of The Kroger Co. and vest in equal annual installments in whole share amounts over a three-year period, at the rate of one-third per year commencing one year after the date of grant, with the remainder vesting three years from the date of grant.

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(3) These options were granted under various option plans 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 grant.

(4) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 63% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 200% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(5) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 75% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 252% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(6) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved an 81% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 16% appreciation per annum from the date of grant or 280% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(7) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 78% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 15% appreciation per annum from the date of grant or 208% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

(8) These options will vest during the first four years from the date of the grant only if the Company's stock price has achieved a 55% appreciation from the option price. Thereafter, the options vest only if the Company's stock price has achieved a minimum 13% appreciation per annum from the date of grant or 185% appreciation, whichever is less. The options vest nine years and six months after grant, if not sooner vested.

- 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: Date:** /s/ 03/11/2003 M. Marnette Perry \*\* Signature of Reporting Person

SEC 1473 (07-02)

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 5(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.