

KROGER CO  
Form 8-K  
June 28, 2010

**UNITED STATES  
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: **June 24, 2010**

(Date of earliest event reported)

**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  
Identification No.)

**1014 Vine Street  
Cincinnati, OH 45201**

(Address of principal executive offices)

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

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and ManagementItem 5.07 Submission of Matters to a Vote of Security Holders.

(a) June 24, 2010 Annual Meeting

(b) The shareholders elected fourteen directors to serve until the annual meeting in 2011, or until their successors have been elected and qualified, adopted amendments to the amended articles of incorporation to provide that director nominees in an uncontested election in which cumulative voting is not in effect are elected by the affirmative vote of the majority of votes cast at an annual meeting as well as minor statutory conforming changes, and ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2010. The shareholders defeated the shareholder proposal to recommend a report on climate change.

| To Serve Until 2011 | For         | Against    | Abstain   | Broker Non-Votes |
|---------------------|-------------|------------|-----------|------------------|
| Reuben V. Anderson  | 494,399,895 | 7,301,765  | 1,244,390 | 47,456,981       |
| Robert D. Beyer     | 494,121,869 | 7,603,722  | 1,220,459 | 47,456,981       |
| David B. Dillon     | 487,977,019 | 13,910,702 | 1,058,329 | 47,456,981       |
| Susan J. Kropf      | 498,849,959 | 3,447,089  | 649,002   | 47,456,981       |
| John T. LaMacchia   | 493,321,196 | 8,255,117  | 1,369,737 | 47,456,981       |
| David B. Lewis      | 488,282,401 | 13,922,936 | 740,713   | 47,456,981       |
| W. Rodney McMullen  | 495,197,055 | 7,165,488  | 583,507   | 47,456,981       |
| Jorge P. Montoya    | 498,491,468 | 3,792,051  | 662,531   | 47,456,981       |
| Clyde R. Moore      | 493,688,972 | 7,936,162  | 1,320,916 | 47,456,981       |
| Susan M. Phillips   | 498,647,956 | 3,199,250  | 1,098,844 | 47,456,981       |
| Steven R. Rogel     | 495,128,491 | 6,530,010  | 1,287,549 | 47,456,981       |
| James A. Runde      | 497,894,318 | 4,190,971  | 860,761   | 47,456,981       |
| Ronald L. Sargent   | 471,158,289 | 30,533,916 | 1,253,845 | 47,456,981       |
| Bobby S. Shackouls  | 494,996,409 | 6,609,121  | 1,340,520 | 47,456,981       |

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|   | <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|---|-------------|----------------|----------------|
| Adopt amendments to the amended articles of incorporation | 529,771,893 | 19,803,156     | 827,982        |

|   | <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|---|-------------|----------------|----------------|
| Approve PricewaterhouseCoopers LLP as auditors for 2010 | 543,944,469 | 6,034,548      | 424,014        |

|  | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|--|-------------|----------------|----------------|-----------------------------|
| Shareholder proposal (recommending report on climate change) | 165,592,670 | 241,040,670    | 96,312,710     | 47,456,981                  |

SIGNATURES

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 hereunto duly authorized.

THE KROGER CO.

June 28, 2010

By:

/s/ Paul Heldman

Paul Heldman

Executive Vice President, Secretary General Counsel