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03043955

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

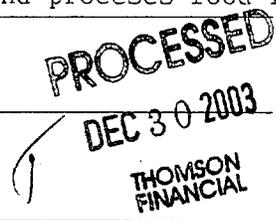
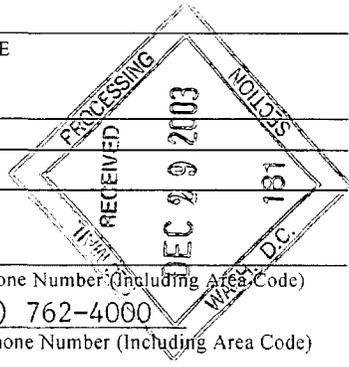
Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Private Placement of Commercial Paper Notes
 Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
 Type of Filing: New Filing Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer
 Name of Issuer (check if this is an amendment and name has changed, and indicate change.)
The Kroger Co.
 Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
1014 Vine Street, Cincinnati, Ohio 45202 (513) 762-4000
 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
 (if different from Executive Offices)

Brief Description of Business
As of February 1, 2003, the company was one of the largest grocery retailers in the United States based on annual sales. The company also manufactures and processes food for sale by its supermarkets.
 Type of Business Organization
 corporation limited partnership, already formed other (please specify):
 business trust limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: 01 1902 Actual Estimated
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: OH
 CN for Canada; FN for other foreign jurisdiction)



GENERAL INSTRUCTIONS

Federal:
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.

State:
 This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION
 Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.



A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Pichler, Joseph A.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Dillon, David B.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Covert, Geoffrey J.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

McMullen, Rodney W.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

McGeorge, Don W.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Heschel, Michael S.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Zincke, Robert E.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Becker, Donald E.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Heldman, Paul W.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Perry, M. Marnette

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Schlotman, J. Michael

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Boehm, William T.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Grieshaber, Joseph A. Jr.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Johnson, Carver L.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

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- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Scutt, Paul J.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Macaulay, Bruce A.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Marmer, Lynn

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Henderson, Scott M.

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Van Oflen, Mary Elizabeth

Full Name (Last name first, if individual)

1014 Vine Street, Cincinnati, OH 45202

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Anderson, Reuben V.

Full Name (Last name first, if individual)

111 E. Capitol Street, Suite 600, Jackson, MS 39201

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Beyer, Robert D.

Full Name (Last name first, if individual)

1110 Santa Monica Blvd., Suite 2000, Los Angeles, CA 90025

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

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- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Clendenin, John L.

Full Name (Last name first, if individual)

1873 Flagler Estates Drive, West Palm Beach, FL 33411

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Davidson, Richard K.

Full Name (Last name first, if individual)

1416 Dodge Street, Room 1230, Omaha, NE 68179

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

LaMacchia, John T.

Full Name (Last name first, if individual)

1310 Villa Street, Mountain View, CA 94041

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Lewis, David B.

Full Name (Last name first, if individual)

1300 First National Bldg., 660 Woodward Ave., Detroit, MI 48226

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Liddy, Edward M.

Full Name (Last name first, if individual)

2775 Sander Road, Suite F-9, Northbrook, IL 60045

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Moore, Clyde R.

Full Name (Last name first, if individual)

939 Elkridge Landing Road, Suite 300, Linthicum, MD 21090

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

O'Leary, Thomas H.

Full Name (Last name first, if individual)

P.O. Box 610, Saratoga, WY 82331

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A: BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Ortega, Katherine D.

Full Name (Last name first, if individual)

800 25th St., NW, #1003, Washington, DC 20037

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Phillips, Susan M.

Full Name (Last name first, if individual)

710 21st Street, Government Hall, Suite 206, Washington, DC 20052

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Rogel, Steven R.

Full Name (Last name first, if individual)

33663 Weyerhaeuser Way South, Federal Way, WA 98003

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Shackouls, Bobby S.

Full Name (Last name first, if individual)

5051 Westheimer, Suite 1400, Houston, TX 77056

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$250,000
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Citigroup Global Markets Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)

390 Greenwich Street, 4th Floor

Name of Associated Broker or Dealer

New York, NY 10013

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Banc of America Securities LLC

Business or Residence Address (Number and Street, City, State, Zip Code)

600 Montgomery Street

Name of Associated Broker or Dealer

San Francisco, CA 94111

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$1,000,000,000**	\$153,000,000**
Equity	\$ _____	\$ _____
	<input type="checkbox"/> Common <input type="checkbox"/> Preferred	
Convertible Securities (including warrants)	\$ _____	\$ _____
Partnership Interests	\$ _____	\$ _____
Other (Specify _____)	\$ _____	\$ _____
Total	\$1,000,000,000**	\$153,000,000**

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	8	\$153,000,000**
Non-accredited Investors	_____	\$ _____
Total (for filings under Rule 504 only)	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	<input checked="" type="checkbox"/> \$ 8,000
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ 0
Legal Fees	<input checked="" type="checkbox"/> \$ 0***
Accounting Fees	<input checked="" type="checkbox"/> \$ 0
Engineering Fees	<input checked="" type="checkbox"/> \$ 0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/> \$ 400,000
Other Expenses (identify) _____	<input checked="" type="checkbox"/> \$ 50,000****
Total	<input checked="" type="checkbox"/> \$ 458,000

* Up to \$1,000,000,000 outstanding at any one time

** Amount outstanding as of 12/19/03

*** Legal fees are not being paid from proceeds of the offering

**** Fees to rating agencies

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

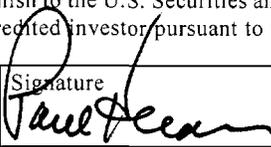
\$999,542,000

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
Purchase of real estate	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
Repayment of indebtedness	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
Working capital	<input checked="" type="checkbox"/> \$ 1,000,000,000	<input type="checkbox"/> \$
Other (specify):	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
.....	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
.....	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
Column Totals	<input checked="" type="checkbox"/> \$ 0	<input type="checkbox"/> \$
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> \$ 1,000,000,000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) The Kroger Co.	Signature 	Date December 23, 2003
Name of Signer (Print or Type) Paul W. Heldman	Title of Signer (Print or Type) Senior Vice President, Secretary and General Counsel	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)