

KROGER CO
Form 10-K/A
May 30, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 5

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED February 2, 2002.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

COMMISSION FILE NUMBER 1-303

THE KROGER CO.

(Exact name of registrant as specified in its charter)

Ohio

31-0345740

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

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1014 Vine Street, Cincinnati, OH 45202

45202

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (513) 762-4000

Securities registered pursuant to Section 12 (b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock \$1 par value	New York Stock Exchange
794,109,633 shares	
outstanding on April 24, 2002	

Securities registered pursuant to section 12(g) of the Act:

NONE

(Title of class)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10K or any amendment to this Form 10-K.

The aggregate market value of the Common Stock of The Kroger Co. held by non-affiliates as of March 11, 2002: \$17,882,235,374.

EXPLANATORY NOTE:

This filing is made solely to conform the signatures on certain contracts that are Exhibits to Item 14.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) Financial Statements:

Report of Independent Accountants
Consolidated Balance Sheet as of February 2, 2002 and February 3, 2001
Consolidated Statement of Income for the years ended February 2, 2002,
February 3, 2001, and January 29, 2000
Consolidated Statement of Cash Flows for the years ended February 2,
2002, February 3, 2001, and January 29, 2000
Consolidated Statement of Changes in Shareowners' Equity (Deficit)
Notes to Consolidated Financial Statements

Financial Statement Schedules:

There are no Financial Statement Schedules included with this filing for the reason that they are not applicable or are not required or the information is included in the financial statements or notes thereto

(b) Reports on Form 8-K:

On December 11, 2001, The Kroger Co. filed a Current Report on Form 8-K with the SEC disclosing its earnings release for the third quarter 2001, including unaudited financial statements for that quarter.

(c) Exhibits

- 3.1 Amended Articles of Incorporation of The Kroger Co.
are incorporated by reference to Exhibit 3.1 of The Kroger Co.'s
Quarterly Report on Form 10-Q for the quarter ended
October 3, 1998. The Kroger Co.'s Regulations are incorporated
by reference to Exhibit 4.2 of The Kroger Co.'s Registration
Statement on Form S-3 (Registration No. 33-57552) filed with
the SEC on January 28, 1993
- 4.1 Instruments defining the rights of holders of long-term debt of
the Company and its subsidiaries are not filed as Exhibits

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because the amount of debt under each instrument is less than 10% of the consolidated assets of the Company. The Company undertakes to file these instruments with the Commission upon request.

- 10.1 Material Contracts Third Amended and Restated Employment Agreement dated as of July 22, 1993, between the Company and Joseph A. Pichler is hereby incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarter ended October 9, 1993.
- 10.2 Executive Employment Agreement dated as of November 30, 2001, between the Company and David B. Dillon.
- 10.3 Executive Employment Agreement dated as of April 22, 2002, between the Company and W. Rodney McMullen.
- 10.4 Executive Employment Agreement dated as of November 30, 2001, between the Company and Don W. McGeorge.
- 10.5 Non-Employee Directors' Deferred Compensation Plan.

Incorporated by reference to
Appendix J to Exhibit 99.1 of
Fred Meyer, Inc.'s Current Report
on Form 8-K dated September 9, 1997,
SEC File No. 1-13339

*12.1 Statement of Computation of Ratio
of Earnings to Fixed Charges.

*21.1 Subsidiaries of the Registrant.

*23.1 Consent of Independent
Accountants.

*23.2 Consent of Independent
Accountants.

23.3 Consent of Independent
Accountants.

*24.1 Powers of Attorney.

*99.1 Annual Reports on Form 11-K for
The Kroger Co. Savings Plan and
the Fred Meyer, Inc. 401(k) Savings
Plan for Collective Bargaining
Unit Employees for the Year 2001
will be filed by amendment on or
before June 29, 2002.

* Previously filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE KROGER CO.

Dated: May 30, 2003 By (*Joseph A. Pichler)
Joseph A. Pichler, Chairman
of the Board of Directors and

Dated: May 30, 2003 Chief Executive Officer
By (*J. Michael Schlotman)
J. Michael Schlotman
Group Vice President and

Dated: May 30, 2003 Chief Financial Officer
By (*M. Elizabeth Van Oflen)
M. Elizabeth Van Oflen
Vice President & Corporate Controller and
Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities indicated on the 30th day of May, 2003.

Reuben V. Anderson Director

(*Robert D. Beyer)

Robert D. Beyer Director

John L. Clendenin Director

Richard K. Davidson

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(*David B. Dillon)

David B. Dillon

President, Chief Operating Officer, and
Director

(*John T. LaMacchia)

John T. LaMacchia

Director

(*David B. Lewis)

David B. Lewis

Director

Edward M. Liddy

Director

(*Clyde R. Moore)

Clyde R. Moore

Director

Thomas H. O'Leary Director

(*Katherine D. Ortega) Director

Katherine D. Ortega

Susan M. Phillips

(*Joseph A. Pichler) Chairman of the Board of

Joseph A. Pichler Directors, Chief Executive

Officer, and Director

(*Steven R. Rogel) Director

Steven R. Rogel

(*Bobby S. Shackouls) Director

Bobby S. Shackouls

*By: (Bruce M. Gack)

Bruce M. Gack

Attorney-in-fact