KROGER CO
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SCHEDULE 14A

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Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

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Check the appropriate box:

x Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Pursuant to Rule §240.14a-12

The Kroger Co.

(Name of Registrant as Specified In Its Charter)

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PROXY

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

PROXY STATEMENT

AND

2005 ANNUAL REPORT

FINANCIAL HIGHLIGHTS
(in millions except per share data and percentages)

Fiscal Year	2005 (1)	2004 (1)	Percent Change (2)
Sales	$60,553	$56,434	7.3%
Operating Profit	$ 2,035	$ 843	141.4%
Net earnings (loss) per share	$ 1.31	$ (0.14)	N/A
Average shares used in calculation	731	736	(0.7)%
Net cash provided by operating activities	$ 2,192	$ 2,330	(5.9)%
Capital expenditures	$ 1,306	$ 1,634	(20.1)%
Identical supermarket sales (3)	$54,143	$51,413	5.3%
Identical supermarket sales excluding supermarket fuel operations (3)	$50,866	$49,154	3.5%
Comparable supermarket sales (4)	$55,607	$52,514	5.9%
Comparable supermarket sales excluding supermarket fuel operations (4)	$52,200	$50,226	3.9%

(1) The results as presented were affected by certain income and expense items that fluctuated between periods, including a 2004 goodwill impairment charge totaling $904, pre-tax, $861 after-tax, or $1.16 per share.

(2) The percent calculations were based on the rounded numbers as presented.

(3) We define a supermarket as identical when the store has been in operation and has not been expanded or relocated for five full quarters. Annualized identical supermarket sales are calculated as a summation of four quarters of identical sales.

(4) We define a supermarket as comparable when the store has been in operation for five full quarters, including expansions and relocations. Annualized comparable supermarket sales are calculated as a summation of four quarters of comparable sales.

SAVE TIME AND MONEY

Shareholders can receive proxy materials more quickly, reduce the time it takes to tabulate votes and reduce the cost to your Company. The SEC s rules permit you to elect to receive proxy materials electronically and to vote your proxy electronically over the Internet or through the use of the telephone. The Internet option is the least expensive and most convenient option available, and we encourage you to use this option. If you would like to receive your proxy materials electronically, simply mark the appropriate box on the front of your proxy card (or your voter instruction form, if you hold your shares at a broker or bank). You may revoke your election at any time.

COVER PRINTED ON RECYCLED PAPER

Kroger

Fellow Shareholders:

I am pleased to write to you about Kroger s improving results in 2005 and to share our vision for continued success in 2006 and beyond.

Thanks to the hard work of our 290,000 Associates in every area of our business, Kroger had a strong year. We are confident that our Customer 1st business strategy will enable us to generate positive results as we face continued challenges in the rapidly changing retail grocery industry.

Overview of Kroger s Business Strategy

During the past several years, Kroger has changed our business strategy to align everything we do with meeting the needs and expectations of our Customers. Simply put, our business is focused on putting the Customer first. For all of us, Customer 1st is more than a slogan. It is a fundamental mindset that guides us in our daily work.

Kroger Associates are focused on improving our Customers shopping experiences in three major areas: service, selection and value. To deliver on this commitment to our Customers, we are:

- managing costs and expenses while providing what our Customers tell us they expect in service, selection, value, and everyday store conditions;
- investing in capital projects to keep our stores Customer-centered and fresh;
- implementing technology and logistics systems to reduce costs and improve service;
- reducing the Company s debt;
- repurchasing stock; and
- now for the first time in 18 years paying a quarterly cash dividend to shareholders.

Quarterly Dividend Declared

On March 7, 2006, Kroger announced that our Board of Directors adopted a dividend policy and declared the payment of a quarterly dividend of $0.065 per share.

This is the first dividend paid by Kroger since our leveraged recapitalization in 1988. It is a monumental event for our Company and our shareholders.

The dividend represents a vote of confidence by our Board that our Customer 1st strategy is on target and that, in implementing this strategy, our people will continue to delight Customers and grow our business.

The first dividend payment will be made on June 1, 2006.

Review of 2005

Our Associates renewed focus on our Customers is evidenced by the financial results we achieved in 2005. Kroger delivered a strong performance that exceeded our original expectations for both identical sales and earnings.

Identical Sales Grew 3.5% Without Fuel

We told shareholders at the end of 2004 to expect Kroger s identical supermarket sales, excluding fuel, to grow more than 2% in 2005. In mid 2005, we raised the bar to expect identical supermarket sales growth, excluding fuel, of more than 3% for the balance of the year. We exceeded both goals with increased identical supermarket sales, excluding fuel, of 3.5%. In fact, the fourth quarter of fiscal 2005 marked the tenth consecutive quarter of positive identical sales, excluding fuel, and reflected Kroger s highest identical supermarket sales since the 1999 merger with Fred Meyer. Sustainable identical sales growth is a key driver of Kroger s objective to increase earnings and generate value for our shareholders.

Total Company sales for fiscal 2005 increased 7.3% to a record $60.6 billion.

Earnings Per Diluted Share of $1.31

Kroger also delivered higher-than-expected earnings for 2005. The Company told shareholders early in the year to expect net earnings to exceed $1.21 per diluted share. When the Company reported first-quarter 2005 results, we raised that target to exceed $1.24 per diluted share. At fiscal year end, Kroger reported net earnings of $1.31 per diluted share a strong performance in a challenging operating environment.

This increase in earnings per share was fueled by four factors: (1) improved results in Southern California, where our business continues to recover from the 2003/2004 labor dispute; (2) growth in the balance of the Company; (3) lower interest expense; and (4) fewer shares outstanding as a result of our stock repurchase program.

Delivering on Our Financial Strategy

Strong cash flow in 2005 enabled Kroger to deliver on all three elements of our financial triple play. This strategy deploys cash to grow and maintain the Company s asset base, reduce debt, and return value to shareholders through stock repurchases and now payment of a dividend.

The Company invested $1.3 billion in capital projects during fiscal 2005 and opened, expanded, relocated, or acquired 52 food stores, remodeled 147 stores, and closed 66 locations, including 54 operational closings.

Total debt was reduced by $738 million to approximately $7.2 billion. The Company repurchased $252 million in stock in fiscal 2005. Since we initiated our financial triple play strategy in January 2000, Kroger has reduced total debt by $1.8 billion and invested $3.0 billion to repurchase 155.7 million shares of stock.

Competitive Strengths

In every market served by the Kroger family of stores, the competitive landscape changes constantly driven by the evolving wants and needs of Customers.

Kroger has many competitive advantages that enable us to listen and respond to our Customers. These include:

- our people who are among the most talented in our industry;
- a high-quality asset base, with leading market shares in many of the nation s largest and fastest growing markets;
- broad geographic diversity and multiple retail formats that allow Kroger to meet the needs of virtually every Customer;

an extensive collection of consumer data generated from our customer loyalty cards as well as our valued partnership with dunnhumby USA that gives us insight into our Customers shopping habits;

a successful track record of competing against supercenter operators; and

outstanding private label products that can only be found at a Kroger-family store.

Strong Market Share

Kroger serves Customers in 44 major markets places where we operate nine or more stores. In 2005, Kroger held the No. 1 or No. 2 market share positions in 35 of these 44 markets. Many of these are the nation s largest and fastest-growing metro areas.

Kroger s overall market share in these 44 major markets increased by more than 0.35% during 2005, on a volume-weighted basis.

Geographic Diversity and Multiple Formats

Kroger operates food stores in 31 states which gives us the geographic diversity to withstand competitive pressures in multiple markets. No retailer today can match the combination of Kroger s size and variety of formats.

Our store portfolio includes 2,214 combination (combo) food and drug stores, 143 price-impact warehouse stores, 123 multidepartment stores, and 27 Marketplace stores.

The combo store is a flexible format with products tailored to meet the specific needs of the neighborhood. Many combo stores include a fuel center.

The Marketplace format is a smaller version of the multidepartment stores operated under the Fred Meyer banner. Marketplace stores contain a full grocery store and pharmacy along with expanded general merchandise departments, including home goods, toys, outdoor living products, and furniture. Marketplace stores currently operate in Phoenix, Arizona; Salt Lake City, Utah; and Columbus, Ohio. Kroger Marketplace will enter the Cincinnati market in 2006 with two stores. We are excited about our Marketplace stores and how they enable us to meet our Customers needs.

Customer Insight

Kroger has one of the most robust retail customer databases in America. More than 20 million households actively use one of our store loyalty cards. The data from these cards provides us with valuable insights into our Customers shopping behaviors.

The key to unlocking that insight and creating value for our Customers and our Company is Kroger s partnership with dunnhumby. A British company, dunnhumby is a leader in the fields of data management, customer analysis, and insight-led planning.

Kroger announced a joint venture with dunnhumby, called dunnhumby USA, in May 2003. Our customer loyalty data is helping us to become increasingly relevant to each Customer who shops in our stores.

Successful Track Record Competing Against Supercenters

By anticipating and meeting Customer needs, Kroger has continued to grow, even in the face of aggressive supercenter expansion. At the end of fiscal 2005, Kroger competed against 1,129 supercenters. In 32 major markets where supercenters have achieved at least a No. 3 market share position, Kroger s overall market share grew more than 0.50%, on a volume-weighted basis.

Of our supercenter competitors, Wal-Mart is the largest by far with 875 stores and at least a No. 3 market share in 28 of our major markets. Despite this intense competition, Kroger s overall market share in these 28 markets grew nearly 0.40% during fiscal 2005, on a volume-weighted basis.

Leading Corporate Brands

Kroger s corporate brands are an important part of our Customer 1st strategic plan. Most of our high-quality, private-label products are made in one of our 42 manufacturing plants.

Our FMV (For Maximum Value) products offer value and quality for the shopper who is on a budget. Our banner brands, either Kroger or the name of the retail store, offer excellent quality and value and come with a guarantee that consumers can try it, like it, or get the national brand free. Private Selection is Kroger s premium brand, offering the finest quality again at attractive prices.

The combined market share of Kroger s private-label brands is nearly 24%. Today, more than 10,000 corporate brand products are available found only in a Kroger-family store.

Looking Ahead to 2006

Kroger enters the new fiscal year with strong sales momentum and a clear strategic vision, in the face of a highly competitive environment.

Already, 2006 is proving to be a year of continued consolidation in our industry. The process began several years ago and we expect it will continue into the future. Kroger s financial strength positions us to take advantage of the many opportunities that consolidation offers.

The retail environment remains very competitive. Consumers today have many choices. We are challenged to increase our relevance to Customers, to meet their needs and to exceed their expectations better than anyone else. These are difficult challenges, but we are confident Kroger people are up to the task.

The Company will return to the bargaining table in 2006 with a number of contracts covering smaller groups of Associates than the contracts negotiated in 2005. As in the past, these labor negotiations will be challenging in the face of competitive pressures and rising pension and health care costs. We will continue to seek balanced agreements that provide good wages and benefits at a cost that is fair to all.

Community Activities

Kroger has long supported the communities where our Customers and Associates live and work. More than $140 million was contributed in Kroger s name in 2005, through donations from our Customers and Associates, as well as the Company directly through its divisions or its foundations. This is a substantial increase from prior years, due in part to the generous response of Customers and Associates in the wake of devastating hurricanes.

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Kroger raised more than $4.6 million from Associates and Customers in response to Hurricanes Katrina and Rita. These funds were donated to the American Red Cross along with $500,000 in matching contributions from the Company s foundations. In addition, Kroger donated more than $1.5 million in cash, gift cards, food, ice, water, prescription medicines and other products to assist communities caring for hundreds of thousands of evacuees.

In 2005, the Company s foundations made approximately 1,550 grants totaling $7 million to organizations serving the communities where the Company has operations.

Nearly $6 million was raised at Kroger stores across the country during The Salvation Army s Red Kettle Christmas Campaign. These funds assist Salvation Army chapters serving the communities where the funds were collected.

Associates donated $6.3 million to local United Way campaigns that fund human services in local communities.

Kroger was honored as Retailer of the Year by the food banks of the America s Second Harvest (A2H) network. This is the third time in five years that Kroger has received this award. It reflects the long-standing and close working relationship we have with more than 85 local food banks that are part of the A2H network. Kroger is a major contributor to the national fight to end hunger. In 2005, we supported food banks with donations of time, expertise, funds and more than 29 million pounds of food and grocery products valued at $43.7 million.

Each year, Kroger proudly recognizes some of our Associates who make outstanding contributions to their communities. We congratulate the winners of The Kroger Co. Community Service Award for 2005:

David Wells, Atlanta Division
Brenda Mullins, Central Division
Bryan Foltz, Cincinnati/Dayton Division
Brenda Backman, City Market
John Bell Crosby, Delta Division
Larry Gerwick, Dillon Stores
Liz Herrera, Food 4 Less
Sharon Cole, Fred Meyer
Bill Gonzales, Fry s
Aubrey Hanson, Great Lakes Division
Cindy Shireman, Jay C Stores
Mark Lamach, King Soopers
Larry Brown, Mid-Atlantic Division
Phil Howard, Mid-South Division
Randy Bennett, QFC
Natalie Carrick, Ralphs
Terry McAninch, Smith s
Gary Spencer Chevalier, Southwest Division
United Way Committee, Winchester Farms Dairy
Community Service Team, Country Oven Bakery
James Carter, Layton Dairy
Roberta McKelvin, Pontiac Foods
Erica Pontius, General Office
Corporate Food Technology Team, General Office

Promotions and Retirements

Christopher T. Hjelm joined Kroger in August of 2005 as Senior Vice President and Chief Information Officer. Mr. Hjelm has more than 20 years of technology leadership experience, having served as CIO of travel distribution services for Cendant Corporation, Senior Vice President for technology at eBay Inc., and Senior Vice President and CIO for Federal Express Corporation. Technology is a critical factor in Kroger s ability to serve our Customers, partner with our suppliers, and empower our Associates, and we are pleased to have Mr. Hjelm leading our efforts in this area.

On behalf of our entire Company, we extend our appreciation and congratulations to John Burgon, Senior Vice President, who retired after 33 years in the grocery business. Mr. Burgon began his career with King Soopers as a produce clerk and held a variety of upper-level management positions within several Kroger divisions, including president of Ralphs and president of King Soopers.

Michael S. Heschel, Executive Vice President, retired at year-end after 14 years as our CIO. We thank Mr. Heschel for taking our technology and logistic departments to a new level of achievement.

We are grateful to these executives for their dedication and leadership.

Delivering Improved Service, Selection and Value

We are very pleased with Kroger s growth and performance in 2005, but we know that we can and must do much more to deliver what our Customers expect and demand. There is much hard work ahead. We must continue to listen closely to our Customers to truly hear what they say about us and how well we are meeting their expectations. We must embrace change. And above all, we must put our Customers first in every store, in every decision, every day.

With an ever-stronger focus on the Customer, we will achieve sustainable, profitable sales growth and create value for our shareholders in 2006 and beyond.

Thank you for your continued support and trust.

David B. Dillon
Chairman of the Board and
Chief Executive Officer

Notice of Annual Meeting of Shareholders

Cincinnati, Ohio, May 15, 2006

To All Shareholders
of The Kroger Co.:

The annual meeting of shareholders of The Kroger Co. will be held at the MUSIC HALL BALLROOM, MUSIC HALL, 1243 Elm Street, Cincinnati, Ohio, on June 22, 2006, at 11 A.M., E.D.T., for the following purposes:

1. To elect five directors;

2. To consider, act upon and approve five corporate governance proposals presented by Kroger;

3. To consider and act upon a proposal to ratify the selection of auditors for the year 2006;

4. To act upon two shareholder proposals, if properly presented at the annual meeting; and

5. To transact such other business as may properly be brought before the meeting;

all as set forth in the Proxy Statement accompanying this Notice. Holders of common shares of record at the close of business on April 24, 2006 will be entitled to vote at the meeting.

Attendance

Only shareholders and persons holding proxies from shareholders may attend the meeting. Please **bring to the meeting the admission ticket** that is attached to the proxy card.

If your shares are held in the name of a broker, trust, bank, or other nominee, please bring a proxy or letter from that broker, trust, bank or nominee confirming that you are the beneficial owner of those shares. The left side portion of the voting instruction form that

you receive from your broker will serve as your admission ticket.

YOUR MANAGEMENT DESIRES TO HAVE A LARGE NUMBER OF SHAREHOLDERS REPRESENTED AT THE MEETING, IN PERSON OR BY PROXY. PLEASE VOTE YOUR PROXY ELECTRONICALLY VIA THE INTERNET OR TELEPHONE, OR SIGN AND DATE THE ENCLOSED PROXY AND MAIL IT IN THE ENCLOSED SELF-ADDRESSED ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.

If you are unable to attend the annual meeting, you may listen to a live webcast of the meeting, which will be accessible through our website (www.kroger.com) at 11 a.m., E.D.T.

By order of the Board of Directors,
Paul W. Heldman, Secretary

Proxy Statement

Cincinnati, Ohio, May 15, 2006

The accompanying proxy is solicited by the Board of Directors of The Kroger Co., and the cost of solicitation will be borne by Kroger. We will reimburse banks, brokers, nominees, and other fiduciaries for postage and reasonable expenses incurred by them in forwarding the proxy material to their principals. Kroger has retained D.F. King & Co., Inc., 48 Wall Street, New York, New York, to assist in the solicitation of proxies and will pay that firm a fee estimated at present not to exceed $11,500. Proxies may be solicited personally, by telephone, electronically via the Internet or by mail.

David B. Dillon, Steven R. Rogel, and John T. LaMacchia, all of whom are Kroger directors, have been named members of the Proxy Committee.

The principal executive offices of The Kroger Co. are located at 1014 Vine Street, Cincinnati, Ohio 45202-1100. Our telephone number is 513-762-4000. This Proxy Statement and Annual Report, and the accompanying proxy, were first sent or given to shareholders on May 15, 2006.

As of the close of business on April 24, 2006, our outstanding voting securities consisted of [_________] shares of common stock, the holders of which will be entitled to one vote per share at the annual meeting. The shares represented by each proxy will be voted unless the proxy is revoked before it is exercised. Revocation may be in writing to Kroger s Secretary or in person at the meeting or by appointment of a subsequent proxy. The laws of Ohio, under which Kroger is organized, provide for cumulative voting for the election of directors. If any shareholder gives written notice to the President, a Vice President, or the Secretary of Kroger, not less than 48 hours before the time fixed for the meeting, that the shareholder intends to cumulate votes for the election of directors, and if an announcement of the giving of that notice is made by or on behalf of the shareholder or by the Chairman or Secretary upon the convening of the meeting, each shareholder will have the right to cumulate votes at the election. If cumulative voting is in effect, a shareholder voting for the election of directors may cast a number of votes equal to the number of directors being elected times the number of shares held on the record date for a single nominee or divide them among nominees in full votes in any manner. Any vote FOR the election of directors will constitute discretionary authority to the Proxy Committee to cumulate votes, as the Proxy Committee determines, if cumulative voting is in effect.

The effect of broker non-votes and abstentions on matters presented for shareholder vote is as follows:

Item No. 1, Election of Directors The election of directors is, pursuant to Ohio law, determined by plurality. Broker non-votes and abstentions will have no effect on this proposal.

Item No. 2, Annual Election of All Directors This proposal is conditioned upon and can only be adopted if Item No. 3 below is adopted. The affirmative vote representing at least 75% of the outstanding shares of our common stock is required to amend Kroger s Regulations to provide for annual election of all directors. Abstentions and broker non-votes will have the same effect as votes against this proposal.

Item No. 3, Elimination of Cumulative Voting For Directors The affirmative vote representing a majority of the outstanding shares of our common stock is required to amend Kroger s Articles of Incorporation to eliminate cumulative voting for directors. Abstentions and broker non-votes will have the same effect as votes against this proposal.

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Item No. 4, Elimination of 75% Supermajority Requirement for Some Transactions The affirmative vote representing at least 75% of the outstanding shares of our common stock is required to amend Kroger s Articles of Incorporation to eliminate certain supermajority requirements. Abstentions and broker non-votes will have the same effect as votes against this proposal.

Item No. 5, Ohio Control Share Acquisition Statute The affirmative vote representing a majority of the outstanding shares of our common stock is required to amend Kroger s Articles of Incorporation to opt out of the Ohio control share acquisition statute. Abstentions and broker non-votes will have the same effect as votes against this proposal.

Item No. 6, Rules of Conduct for Shareholder Meetings; Meetings Outside of Cincinnati The affirmative vote representing a majority of the outstanding shares of our common stock is required to amend Kroger s Regulations to provide for rules of conduct in connection with shareholder meetings and permitting these meetings outside of Cincinnati, Ohio. Abstentions and broker non-votes will have the same effect as votes against this proposal.

Item No. 7, Selection of Auditors Ratification by shareholders of the selection of auditors requires the affirmative vote of the majority of shares participating in the voting. Accordingly, abstentions will have no effect on this proposal.

Item Nos. 8 & 9, Shareholder proposals The affirmative vote of a majority of shares participating in the voting on these proposals is required for their adoption. Proxies will be voted AGAINST these proposals unless the Proxy Committee is otherwise instructed on a proxy properly executed and returned. Abstentions and broker non-votes will have no effect on these proposals.

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PROPOSALS TO SHAREHOLDERS

ELECTION OF DIRECTORS
(ITEM NO. 1)

The Board of Directors, as now authorized, consists of 13 members divided into three classes. Five directors are to be elected at the annual meeting to serve until the annual meeting in 2009, or until their successors have been elected by the shareholders or by the Board of Directors pursuant to Kroger s Regulations and qualified. Alternatively, in the event that the Board declassification proposal (discussed in Item No. 2 below) is approved by shareholders, these five directors, if elected, will serve for a one-year term until the annual meeting in 2007. Candidates for director receiving the greatest number of votes cast by holders of shares entitled to vote at a meeting at which a quorum is present are elected, up to the maximum number of directors to be chosen at the meeting. Pursuant to guidelines adopted by the Board, as long as cumulative voting is not in effect, in an uncontested election, any nominee who receives a greater number of votes withheld from his or her election than votes for such election promptly will tender his or her resignation following certification of the shareholder vote. The Corporate Governance Committee of our Board of Directors will consider the resignation offer and recommend to the Board whether to accept the resignation. The committee memberships stated below are those in effect as of the date of this proxy statement. It is intended that, except to the extent that authority is withheld, the accompanying proxy will be voted for the election of the following persons:

Name	Professional Occupation (1)	Age	Director Since

Name	Professional Occupation (1)	Age	Director Since
	NOMINEES FOR DIRECTOR FOR TERMS OF OFFICE CONTINUING UNTIL 2009 OR 2007 (2)		
Reuben V. Anderson	Mr. Anderson is a member in the Jackson, Mississippi, office of Phelps Dunbar, a regional law firm based in New Orleans. Prior to joining this law firm, he was a justice of the Supreme Court of Mississippi. Mr. Anderson is a director of Trustmark National Bank and BellSouth Corporation. He is a member of the Audit and Public Responsibilities Committees.	63	1991
Don W. McGeorge	Mr. McGeorge was elected President and Chief Operating Officer of Kroger in 2003. Before that he was elected Executive Vice President in 2000 and Senior Vice President in 1997.	51	2003
W. Rodney McMullen	Mr. McMullen was elected Vice Chairman of Kroger in 2003. Before that he was elected Executive Vice President in 1999 and Senior Vice President in 1997. Mr. McMullen is a director of Cincinnati Financial Corporation.	45	2003
Clyde R. Moore	Mr. Moore is the Chairman and Chief Executive Officer of First Service Networks, a national provider of facility and maintenance repair services. He is a director of First Service Networks. Mr. Moore is a member of the Audit and Public Responsibilities Committees.	52	1997

Name	Professional Occupation (1)	Age	Director Since
Steven R. Rogel	Mr. Rogel was elected Chairman of the Board of Weyerhaeuser Company in 1999 and has been President and Chief Executive Officer and a director thereof since December 1997. Before that time he was Chief Executive Officer, President and a director of Willamette Industries, Inc. Mr. Rogel served as Chief Operating Officer of Willamette Industries, Inc. until October 1995 and, before that time, as an executive and group vice president for more than five years. He is a director of Weyerhaeuser Company and Union Pacific Corporation. Mr. Rogel has been appointed by the Board to serve as Lead Director. He is chair of the Corporate Governance Committee and a member of the Financial Policy Committee.	63	1999
	DIRECTORS WHOSE TERMS OF OFFICE CONTINUE UNTIL 2008		
Robert D. Beyer	Mr. Beyer is Chief Executive Officer of The TCW Group, Inc., an investment management firm, where he has been employed since 1995. From 1991 to 1995, he was the co-Chief Executive Officer of Crescent Capital Corporation, which was acquired by TCW in 1995. Mr. Beyer is also a member of the Board of Directors of TCW and its ultimate parent, Société Générale	46	1999

	Asset Management, S.A. He is chair of the Financial Policy Committee and a member of the Compensation Committee.		
John T. LaMacchia	Mr. LaMacchia is Chairman of the Board of Tellme Networks, Inc., a provider of voice application networks. From September 2001 through December 2004 he was also Chief Executive Officer of Tellme Networks. From October 1993 through February 1999, Mr. LaMacchia was President and Chief Executive Officer of Cincinnati Bell Inc. From May 1999 to May 2000 he was Chief Executive Officer of CellNet Data Systems, Inc., a provider of wireless data communications. Mr. LaMacchia is a director of Tellme Networks, Inc. He is chair of the Compensation Committee and a member of the Corporate Governance Committee.	64	1990
Katherine D. Ortega	Ms. Ortega served as an Alternate Representative of the United States to the 45th General Assembly of the United Nations in 1990-1991. Prior to that, she served as Treasurer of the United States. Ms. Ortega is a director of Rayonier Inc., Washington Mutual Investors Fund and JPMorgan Value Opportunities Fund, and Trustee of the American Funds Tax Exempt Series I. She is chair of the Public Responsibilities Committee and a member of the Corporate Governance Committee.	71	1992

Name	Professional Occupation (1)	Age	Director Since
Bobby S. Shackouls	Until the merger of Burlington Resources Inc. and ConocoPhillips, which became effective on March 31, 2006, Mr. Shackouls was Chairman of the Board of Burlington Resources Inc., a natural resources business, since July 1997 and its President and Chief Executive Officer since December 1995. He had been a director of that company since 1995 and President and Chief Executive Officer of Burlington Resources Oil and Gas Company (formerly known as Meridian Oil Inc.), a wholly-owned subsidiary of Burlington Resources, since 1994. Mr. Shackouls is a director of ConocoPhillips. He is vice chair of the Audit and Compensation Committees.	55	1999
	Directors Whose Terms of Office Continue Until 2007		
John L. Clendenin	Mr. Clendenin is Chairman Emeritus of BellSouth Corporation, a holding company with subsidiaries in the telecommunications business. From January 1984 through December 1996 he was its Chairman of the Board and Chief Executive Officer. Mr. Clendenin is a director of Equifax Incorporated, The Home Depot, Inc., Powerwave Technologies, Inc., and Acuity Brands, Inc. He is a member of the Compensation and Corporate Governance Committees.	71	1986
David B. Dillon	Mr. Dillon was elected Chairman of the Board of Kroger in 2004, Chief Executive Officer in 2003, and President and Chief Operating Officer in 2000. He served as President in	55	1995

	1999, and as President and Chief Operating Officer from 1995-1999. Mr. Dillon was elected Executive Vice President of Kroger in 1990 and President of Dillon Companies, Inc. in 1986. He is a director of Convergys Corporation.		
David B. Lewis	Mr. Lewis is Chairman, President and Chief Executive Officer of Lewis & Munday, a Detroit based law firm with offices in Washington, D.C. and Seattle. He is a director of H&R Block and Lewis & Thompson Agency, Inc. Mr. Lewis has served on the Board of Directors of Conrail, Inc., LG&E Energy Corp., M.A. Hanna, TRW, Inc. and Comerica, Inc. He is chair of the Audit Committee and vice chair of the Public Responsibilities Committee.	61	2002

Name	Professional Occupation (1)	Age	Director Since
Susan M. Phillips	Dr. Phillips is Dean and Professor of Finance at The George Washington University School of Business, a position she has held since 1998. She was a member of the Board of Governors of the Federal Reserve System from December 1991 though June 1998. Before her Federal Reserve appointment, Dr. Phillips served as Vice President for Finance and University Services and Professor of Finance in The College of Business Administration at the University of Iowa from 1987 through 1991. She is a director of State Farm Mutual Automobile Insurance Company, State Farm Life Insurance Company, State Farm Companies Foundation, National Futures Association, the Chicago Board Options Exchange and the Chicago Futures Exchange. Dr. Phillips is a member of the Audit and Financial Policy Committees.	61	2003

(1) Except as noted, each of the directors has been employed by his or her present employer (or a subsidiary) in an executive capacity for at least five years.

(2) If the Board declassification proposal (see Item No. 2 below) is approved by shareholders, these directors will be elected to one-year terms continuing until 2007.

Information Concerning the Board of Directors

Directors Compensation

Each non-employee member of the Board receives an annual retainer of $75,000; the chair of each committee receives an additional annual retainer of $12,000; and the members of the audit committee and the director who is designated as Lead Director receive an additional annual retainer of $10,000. Each director also receives annually an award of 2,500 shares of restricted stock and 5,000 non-qualified stock options.

Directors who are Kroger employees receive no compensation for service as directors. We provide accidental death and disability insurance for outside directors at a cost to Kroger in 2005 of $114 per director. We also provided a major medical plan for outside directors first elected to the Board prior to July 17, 1997. No medical benefits are provided to outside directors first elected after that date.

Kroger has an unfunded retirement program for outside directors first elected to the Board prior to July 17, 1997. Under that plan, the retirement benefit is the average compensation for the five calendar years preceding retirement. Covered directors who retire from the Board prior to age 70 will be credited with 50% vesting after five years of service and an additional 10% for each year served thereafter, up to a maximum 100%. Benefits for covered directors who retire prior to age 70 will commence at the time of retirement from the Board or age 65, whichever comes later. The Board has adopted no retirement plan for directors newly elected after July 17, 1997.

We maintain a non-qualified deferred compensation plan in which all outside directors are eligible to participate. Participants may defer up to 100% of their cash compensation each year, and may elect from one or both of two alternatives. In the first alternative, compensation deferred during a deferral year bears interest at the per annum rate determined by the Board prior to the beginning of the deferral year to equal our cost of ten-year debt. In the second alternative, deferred compensation is deemed to be credited in phantom stock accounts and the amounts in such accounts fluctuate with the price of Kroger common stock. In both cases, deferred amounts are paid out only in cash, in accordance with a deferral option selected by the participant at the time a deferral election is made.

Committees of the Board

The Board of Directors has a number of standing committees including Audit, Compensation, and Corporate Governance Committees. All standing committees are composed exclusively of independent directors. During 2005, the Audit Committee met 11 times, the Compensation Committee met seven times, and the Corporate Governance Committee met four times. Committee memberships are shown on pages 9 through 13 of this Proxy Statement. The Audit Committee reviews financial reporting and accounting matters pursuant to its charter set forth as Appendix 1 to this Proxy Statement and selects our independent accountants. The Compensation Committee recommends for determination by the Board the compensation of the Chief Executive Officer, determines the compensation of Kroger s other senior management and administers certain long-term incentive programs. The Corporate Governance Committee develops criteria for selecting and retaining members of the Board; seeks out qualified candidates for the Board; and reviews the performance of Kroger, the Chief Executive Officer, and the Board.

The Corporate Governance Committee will consider shareholder recommendations for nominees for membership on the Board of Directors. Recommendations relating to our annual meeting in June 2007, together with a description of the proposed nominee s qualifications and other relevant information, must be submitted in writing to Paul W. Heldman, Secretary, and received at our executive offices not later than January 15, 2007. Shareholders who desire to submit a candidate for director should send the name of the proposed candidate, along with information regarding the proposed candidate s background and experience, to the attention of Kroger s Secretary at our executive offices. The Secretary will forward the information to the Corporate Governance Committee for its consideration. The Committee will use the same criteria in evaluating candidates submitted by shareholders as it uses in evaluating candidates identified by the Committee. These criteria are:

- Demonstrated ability in fields considered to be of value in the deliberations of the Board, including business management, public service, education, science, law and government;
- Highest standards of personal character and conduct;
- Willingness to fulfill the obligations of directors and to make the contribution of which he or she is capable, including regular attendance and participation at Board and committee meetings, and preparation for all meetings including review