

KOHL'S Corp
Form 4
March 05, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHEPP RICHARD D

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD DRIVE

(Street)

MENOMONEE FALLS, WI 53051-5660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KOHL'S Corp [KSS]

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. EVP HR Gen. Couns. Sec.

6. 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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/03/2015		M	40,000	A \$ 56.63	171,576.3	D
Common Stock	03/03/2015		S	40,000	D \$ 74.25 (1)	131,576.3	D
Common Stock	03/03/2015		M	5,500	A \$ 66.25	137,076.3	D
Common Stock	03/03/2015		S	5,500	D \$ 74.26 (2)	131,576.3	D

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Common Stock	03/03/2015	M	50,000	A	\$ 55.05	181,576.3	D
Common Stock	03/03/2015	S	50,000	D	\$ 74.26 <u>(3)</u>	131,576.3	D
Common Stock	03/03/2015	M	33,000	A	\$ 66.3	164,576.3	D
Common Stock	03/03/2015	S	33,000	D	\$ 74.25 <u>(4)</u>	131,576.3	D
Common Stock	03/03/2015	M	31,000	A	\$ 50.39	162,576.3	D
Common Stock	03/03/2015	S	31,000	D	\$ 74.25 <u>(5)</u>	131,576.3	D
Common Stock	03/03/2015	M	20,000	A	\$ 49.56	151,576.3	D
Common Stock	03/03/2015	S	20,000	D	\$ 74.25 <u>(6)</u>	131,576.3	D
Common Stock	03/03/2015	M	20,000	A	\$ 46.2	151,576.3	D
Common Stock	03/03/2015	S	20,000	D	\$ 74.25 <u>(7)</u>	131,576.3	D
Common Stock	03/03/2015	M	4,998	A	\$ 41.63	136,574.3	D
Common Stock	03/03/2015	S	4,998	D	\$ 74.26 <u>(8)</u>	131,576.3 ⁽⁹⁾	D

Common Stock						2,040	I
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Held in Reporting Person's 401(k) account as of March 4, 2015.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 56.63	03/03/2015		M		40,000		10/02/2001	10/02/2015	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 66.25	03/03/2015		M		5,500		01/10/2002	01/10/2016	Common Stock	5,500
Employee Stock Option (Right to Buy)	\$ 55.05	03/03/2015		M		50,000		08/15/2002	08/15/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 66.3	03/03/2015		M		33,000		01/30/2003	01/30/2017	Common Stock	33,000
Employee Stock Option (Right to Buy)	\$ 50.39	03/03/2015		M		31,000		02/13/2004	02/13/2018	Common Stock	31,000
Employee Stock Option (Right to Buy)	\$ 49.56	03/03/2015		M		20,000		02/25/2005	02/25/2019	Common Stock	20,000
Employee Stock Option (Right to Buy)	\$ 46.2	03/03/2015		M		20,000		02/23/2006	02/23/2020	Common Stock	20,000

Buy)

Employee

Stock

Option	\$ 41.63	03/03/2015	M	4,998	03/30/2010	03/30/2016	Common Stock	4,998
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(Right to

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHEPP RICHARD D N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660			Sr. EVP HR Gen. Couns. Sec.	

Signatures

(Jason J. Kelroy P.O.A.)	03/05/2015
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**Signature of Reporting Person	Date
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Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.48, inclusive.
 - (2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.22-\$74.45, inclusive.
 - (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.45, inclusive.
 - (4) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.45, inclusive.
 - (5) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.48, inclusive.
 - (6) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.44, inclusive.
 - (7) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.21-\$74.47, inclusive.
 - (8) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.24-\$74.39, inclusive.
 - (9) Includes 102,795.05 unvested shares of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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