

KELLOGG WILLIAM S
 Form 5
 February 11, 2011

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
KELLOGG WILLIAM S

 (Last) (First) (Middle)

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

N56 W17000 RIDGEWOOD DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/29/2011

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

6. Individual or Joint/Group Reporting

(check applicable line)

MENOMONEE FALLS, WI 53051-5660

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	06/10/2010	^	P4 ⁽¹⁾	163 A	\$ 51.29	484,272 ⁽²⁾ D	^
Common Stock	05/10/2010	^	P ⁽¹⁾	213 A	\$ 56.55	8,977,522 I	By family trusts ⁽³⁾
Common Stock	06/10/2010	^	S ⁽¹⁾	213 D	\$ 51.29	8,977,309 I	By family trusts ⁽³⁾
Common Stock	06/10/2010	^	P4 ⁽¹⁾	111 A	\$ 51.29	8,977,420 I	By family trusts ⁽³⁾

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

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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)	8. Price of Derivative Security (Instr. 5)	9. of D S B O E Is F (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLOGG WILLIAM S N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660	X			

Signatures

Richard D. Schepp (pursuant to Power of Attorney previously filed) 02/08/2011

__Signature of Reporting Person

Date

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) Transactions effected in certain accounts by an investment manager pursuant to a discretionary management agreement contrary to pre-established investment restrictions applicable to such accounts.
- (2) Includes 929 unvested shares of restricted stock.
- (3) Mr. Kellogg is not a trustee or beneficiary of any of the family trusts. He disclaims ownership of the trusts' shares for purposes of Section 16 of the Exchange Act and, accordingly, disclaims any obligation to report their transactions.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.