

SCHEPP RICHARD D
Form 3
May 17, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SCHEPP RICHARD D | | (Month/Day/Year) | KOHLS Corp [KSS] | |
| (Last) | (First) | (Middle) | 05/15/2011 | |
| N56 W17000 RIDGEWOOD DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MENOMONEE FALLS, WI 53051 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Sr. Exec. VP Gen. Couns. Sec. | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 46,386 ⁽¹⁾ | D | Â |
| Common Stock | 1,151 | I | Held in Reporting Person's 401(k) account as of April 8, 2011 |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Employee Stock Options | 10/02/2001 | 10/02/2015 | Common Stock | 40,000 ⁽²⁾ | \$ 56.625 | D | Â |
| Employee Stock Options | 01/10/2002 | 01/10/2016 | Common Stock | 5,500 ⁽²⁾ | \$ 66.25 | D | Â |
| Employee Stock Options | 08/15/2002 | 08/15/2016 | Common Stock | 50,000 ⁽²⁾ | \$ 55.05 | D | Â |
| Employee Stock Options | 01/30/2003 | 01/30/2017 | Common Stock | 33,000 ⁽²⁾ | \$ 66.3 | D | Â |
| Employee Stock Options | 02/13/2004 | 02/13/2018 | Common Stock | 31,000 ⁽²⁾ | \$ 50.39 | D | Â |
| Employee Stock Options | 02/25/2005 | 02/25/2019 | Common Stock | 20,000 ⁽²⁾ | \$ 49.56 | D | Â |
| Employee Stock Options | 02/23/2006 | 02/23/2020 | Common Stock | 20,000 ⁽²⁾ | \$ 46.2 | D | Â |
| Employee Stock Options | 03/27/2007 | 03/27/2013 | Common Stock | 29,600 ⁽²⁾ | \$ 51.81 | D | Â |
| Employee Stock Options | 03/26/2008 | 03/26/2014 | Common Stock | 21,560 ⁽²⁾ | \$ 75.95 | D | Â |
| Employee Stock Options | 03/31/2009 | 03/31/2015 | Common Stock | 15,300 ⁽³⁾ | \$ 42.89 | D | Â |
| Employee Stock Options | 03/30/2010 | 03/30/2016 | Common Stock | 12,495 ⁽⁴⁾ | \$ 41.63 | D | Â |

Reporting Owners

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

Signatures

Richard D. Schepp 05/16/2011

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 34,202 unvested restricted shares.
- (2) All of the shares represented by this option are fully vested and exercisable.
- (3) Of the shares represented by this option, 11,475 are fully vested and exercisable. The remaining 3,825 option shares vest on March 31, 2012.
- (4) Of the shares represented by this option, 4,998 are fully vested and exercisable. Of the remaining option shares, 2,499 vest on each of March 30, 2012, March 30, 2013 and March 30, 2014.

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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