

MANSELL KEVIN
Form 4
May 24, 2012

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 *
MANSELL KEVIN

2. Issuer Name and Ticker or Trading Symbol
KOHLS Corp [KSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
N56 W17000 RIDGEWOOD DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
05/12/2012

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

Chairman, President, CEO

(Street)
MENOMONEE FALLS, WI 53051-5660

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

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/12/2012		G	V	1,500	D	\$ 296,276.32
Common Stock	05/22/2012		M ⁽¹⁾		12,672	A	\$ 308,948.32
Common Stock	05/22/2012		S ⁽¹⁾		12,672	D	\$ 296,276.32
Common Stock	05/23/2012		M ⁽¹⁾		95,980	A	\$ 392,256.32
Common Stock	05/23/2012		S ⁽¹⁾		95,980	D	\$ 296,276.32

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Common Stock	05/24/2012	<u>M</u> ⁽¹⁾	31,348	A	\$ 17	327,624.32	D	
Common Stock	05/24/2012	<u>S</u> ⁽¹⁾	31,348	D	\$ 49.67 <u>(3)</u>	296,276.32 <u>(4)</u>	D	
Common Stock						138,000	I	By family trust <u>(5)</u>
Common Stock						50,636	I	By Trust
Common Stock						50,636	I	By Trust for Benefit of Spouse <u>(6)</u>
Common Stock						11,789	I	By Spouse <u>(6)</u>
Common Stock						4,628	I	By children <u>(7)</u>

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 17	05/22/2012		<u>M</u> ⁽¹⁾	12,672	01/13/1999	01/13/2013	Common Stock	12,672
Employee Stock Option	\$ 17	05/23/2012		<u>M</u> ⁽¹⁾	95,980	01/13/1999	01/13/2013	Common Stock	95,980

(Right to Buy)

Employee Stock

Option	\$ 17	05/24/2012	M ⁽¹⁾	31,348	01/13/1999	01/13/2013	Common Stock	31,348
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MANSELL KEVIN N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660	X		Chairman, President, CEO	

Signatures

(By: Richard D. Schepp
P.O.A.) 05/24/2012

__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) The sales reported were effected pursuant to a 10b5-1 pre-planned trading plan. The options exercised were granted to the reporting person in 1998 and were scheduled to expire in January 2013.
- (2) This transaction is a gift, therefore price is not applicable.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.09 - \$49.87, inclusive.
- (4) Includes 194,659.32 unvested restricted shares.
- (5) Mr. Mansell is not the trustee or beneficiary of the family trust. He disclaims ownership of the trust's shares for purposes of Section 16 of the Exchange Act and, accordingly, disclaims any obligation to report its transactions.
- (6) This report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or any other purpose.
- (7) This report should not be deemed an admission that the reporting person is the beneficial owner of his children's shares for purposes of Section 16 or any other purpose.
- (8) In accordance with SEC rules, this number reflects only those shares remaining from this particular option grant. Does not include any other securities that may be held, such as shares from other stock option grants.

Note: File three copies of this Form, one of which must be manually signed. If space 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.