

KOHL'S Corp
Form 4
March 04, 2015

FORM 4

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

OMB APPROVAL

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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 *
BONEPARTH PETER

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD DRIVE

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/02/2015

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)

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)
			Code	V	Amount (A) or Price (D)		
Common Stock	03/02/2015		M		2,165 A \$ 53.81		D
Common Stock	03/02/2015		S		2,165 D \$ 73.79 (1)		D
Common Stock	03/02/2015		M		2,843 A \$ 55.68		D
Common Stock	03/02/2015		S		2,843 D \$ 73.78 (2)		D
	03/02/2015		M		3,969 A		D

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Common Stock					\$	48.66	
Common Stock	03/02/2015	S	3,969	D	\$	73.76	12,838.72 ⁽⁴⁾ D
					<u>(3)</u>		

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

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(9-02)

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 (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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 53.81	03/02/2015		M	2,165	05/13/2011 05/13/2020	Common Stock	2,165
Employee Stock Option (Right to Buy)	\$ 55.68	03/02/2015		M	2,843	05/12/2012 05/12/2021	Common Stock	2,843
Employee Stock Option (Right to Buy)	\$ 48.66	03/02/2015		M	3,969	05/10/2013 05/10/2022	Common Stock	3,969

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BONEPARTH PETER
N56 W17000 RIDGEWOOD DRIVE X
MENOMONEE FALLS, WI 53051

Signatures

(Jason J. Kelroy 03/04/2015
P.O.A.)

 **Signature of Reporting Date
 Person

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 \$73.63-\$73.92, inclusive.
 - (2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.63-\$73.93, inclusive.
 - (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$73.63-\$73.88, inclusive.
 - (4) Includes 1,953.72 unvested shares of restricted stock.

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