

KOHL'S Corp
Form 4
May 27, 2014

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

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD DRIVE

(Street)

MENOMONEE FALLS, WI 53051-5660

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/22/2014

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)
Chairman, President, CEO

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 or Price | | |
| Common Stock | 05/22/2014 | | M ⁽¹⁾ | | 60,671 A \$ 35.5 | 368,185.38 | D |
| Common Stock | 05/22/2014 | | S ⁽¹⁾ | | 60,671 D \$ 53.09 | 307,514.38 | D |
| Common Stock | 05/27/2014 | | M ⁽¹⁾ | | 29,652 A \$ 35.5 | 337,166.38 | D |
| Common Stock | 05/27/2014 | | S ⁽¹⁾ | | 29,652 D \$ 53.38 | 307,514.38 | D |

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| | | | | | | | | | |
|--------------|------------|--|-------------------------|-------|---|----------------------------------|--------------------------|---|---|
| Common Stock | 05/27/2014 | | <u>M</u> ⁽¹⁾ | 9,677 | A | \$ 35.5 | 317,191.38 | D | |
| Common Stock | 05/27/2014 | | <u>S</u> ⁽¹⁾ | 9,677 | D | \$ <u>54.14</u> <u>(4)</u> | 307,514.38 <u>(5)</u> | D | |
| Common Stock | | | | | | | 220,492 | I | By family trust <u>(6)</u> |
| Common Stock | | | | | | | 18,789 | I | By Trust |
| Common Stock | | | | | | | 101,281 | I | By Trust for Benefit of Spouse <u>(7)</u> |
| Common Stock | | | | | | | 22,778 | I | By Spouse <u>(7)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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) | Amount or Number of Share | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 35.5 | 05/22/2014 | | <u>M</u> ⁽¹⁾ | 60,671 | 01/27/2001 01/27/2015 | Common Stock | 60,671 | |
| Employee Stock Option (Right to Buy) | \$ 35.5 | 05/27/2014 | | <u>M</u> ⁽¹⁾ | 39,329 | 01/27/2001 01/27/2015 | Common Stock | 39,329 | |

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

(Jason J. Kelroy
P.O.A.) 05/27/2014

__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 options exercised were granted to the reporting person in 2000 and were scheduled to expire at the end of their 15 year term in January, 2015.
- (2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00-\$53.38, inclusive.
- (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.00-\$53.97, inclusive.
- (4) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.00-\$54.29, inclusive.
- (5) Includes 247,281.38 unvested shares of restricted stock.
- (6) 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.
- (7) 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.

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.