

KOHL'S Corp
Form 4
March 17, 2015

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 *
BURD STEVEN A

(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)
03/13/2015

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 (D) Price | | | |
| Common Stock | 03/13/2015 | | M | 4,173 A \$ 48.85 | 15,956.72 | D | |
| Common Stock | 03/13/2015 | | S | 4,173 D \$ 74.11 | 11,783.72 | D | |
| Common Stock | 03/13/2015 | | M | 4,776 A \$ 41.24 | 16,559.72 | D | |
| Common Stock | 03/13/2015 | | S | 4,776 D \$ 74.06 | 11,783.72 | D | |
| | 03/13/2015 | | M | 3,969 A | 15,752.72 | D | |

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| | | | | | | | | | | |
|--------------|------------|--|---|-------|----|-----|-------|-----------|-----|-------|
| Common Stock | | | | | \$ | | | | | 48.66 |
| Common Stock | 03/13/2015 | | S | 3,969 | D | \$ | 74.05 | 11,783.72 | (3) | D |
| | | | | | | (2) | | | | |

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 (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 | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 48.85 | 03/13/2015 | | M | 4,173 | 04/30/2009 04/30/2018 | | Common Stock | 4,173 |
| Employee Stock Option (Right to Buy) | \$ 41.24 | 03/13/2015 | | M | 4,776 | 05/14/2010 05/14/2019 | | Common Stock | 4,776 |
| Employee Stock Option (Right to Buy) | \$ 48.66 | 03/13/2015 | | 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

BURD STEVEN A
N56 W17000 RIDGEWOOD DRIVE X
MENOMONEE FALLS, WI 53051-5660

Signatures

(Jason J. Kelroy
P.O.A.) 03/17/2015

__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 price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.04-\$74.05, inclusive.
- (2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.05-\$74.06, inclusive.
- (3) Includes 1,953.72 unvested shares of restricted stock.

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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