

KOHL'S Corp
Form 4
August 25, 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 *
SCHEPP RICHARD D

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD DRIVE

(Street)

MENOMONEE FALLS, WI 53051-5660

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2014

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)
Sr. EVP HR Gen. Couns. Sec.

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)
				(A) or (D)	Price		
Common Stock	08/21/2014		M	10,000	\$ 42.89	150,000.54	D
Common Stock	08/21/2014		S ⁽¹⁾	10,000	\$ 59.51	140,000.54	D
Common Stock	08/22/2014		M	5,300	\$ 42.89	145,300.54	D
Common Stock	08/22/2014		S ⁽¹⁾	5,300	\$ 59.62	140,000.54	D
						1,960	I

Common
Stock

Held in
Reporting
Person's
401(k)
account as
of August
25, 2014.

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)	Amount or Number of Share
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 42.89	08/21/2014		M ⁽¹⁾	10,000	03/31/2009 03/31/2015	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 42.89	08/22/2014		M ⁽¹⁾	5,300	03/31/2009 03/31/2015	Common Stock	5,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SCHEPP RICHARD D
N56 W17000 RIDGEWOOD DRIVE
MENOMONEE FALLS, WI 53051-5660

Sr. EVP HR Gen. Couns. Sec.

Signatures

(Jason J. Kelroy
P.O.A.)

08/25/2014

__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 sales reported were effected pursuant t a 10b5-1 pre-planned trading plan.
 - (2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.50 to \$59.52, inclusive.
 - (3) Includes 103,399.54 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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