KOHLS Corp
Form 4
March 05, 2015

FORM 4

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

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

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).

(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)
03/03/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman, President, CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2015		M		50,000 (1)	A	$ 42.89	359,578.42	D	
Common Stock	03/03/2015		S		49,800	D	$ 74.16 (2)	309,778.42	D	
Common Stock	03/03/2015		S		200	D	$ 74.68 (3)	309,578.42	D	
Common Stock	03/03/2015		M		250,000 (1)	A	$ 50.07	559,578.42	D	

Common Stock	03/03/2015		S	248,000	D	$ 74.16 (4)	311,578.42	D	
Common Stock	03/03/2015		S	2,000	D	$ 74.65 (5)	309,578.42 (6)	D	
Common Stock							220,492	I	By family trust (7)
Common Stock							12,081	I	By Trust
Common Stock							12,081	I	By Trust for Benefit of Spouse (8)
Common Stock							29,486	I	By Spouse (8)

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 Shares
Employee Stock Option (Right to Buy)	$ 42.89	03/03/2015		M(1)			50,000	03/31/2009	03/31/2015	Common Stock	50,000
Employee Stock Option (Right to Buy)	$ 50.07	03/03/2015		M(1)			250,000	09/15/2009	09/15/2015	Common Stock	250,000

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.)	03/05/2015
**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 sales reported were effected pursuant to 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 $73.59-$74.59, inclusive.

(3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $74.66-$74.69, inclusive.

(4) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $73.58-$74.57, inclusive..

(5) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $74.58-$74.73, inclusive.

(6) Includes 229,682.82 unvested shares of restricted stock.

(7) 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.

(8) 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.
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