

WATSON STEPHEN E
 Form 4
 April 09, 2018

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 *
 WATSON STEPHEN E

(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)
 04/05/2018

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	04/05/2018		S		4,587 D \$ 66.35	D	
					(1)		
Common Stock	04/05/2018		M		4,776 A \$ 41.24	D	
Common Stock	04/05/2018		S		4,776 D \$ 66.49	D	
					(2)		
Common Stock	04/05/2018		M		2,165 A \$ 53.81	D	

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Common Stock	04/05/2018	S	2,165	D	\$ (3) 66.44	12,213	D
Common Stock	04/05/2018	M	2,843	A	\$ 55.68	15,056	D
Common Stock	04/05/2018	S	2,843	D	\$ (4) 66.27	12,213	D
Common Stock	04/05/2018	M	3,969	A	\$ 48.66	16,182	D
Common Stock	04/05/2018	S	3,969	D	\$ (5) 66.29	12,213 (7)	D

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 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 41.24	04/05/2018		M	4,776	05/14/2010 05/14/2019	Common Stock	4,776
Stock Option (Right to Buy)	\$ 53.81	04/05/2018		M	2,165	05/13/2011 05/13/2020	Common Stock	2,165
Stock Option (Right to Buy)	\$ 55.68	04/05/2018		M	2,843	05/12/2012 05/12/2021	Common Stock	2,843

Stock Option (Right to Buy)	\$ 48.66	04/05/2018	M	3,969	05/10/2013	05/10/2022	Common Stock	3,969
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WATSON STEPHEN E N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660		X		

Signatures

(Jason J. Kelroy
P.O.A.) 04/09/2018

__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 \$66.20 to \$66.46, inclusive.
- (2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.43 to \$66.61, inclusive.
- (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.33 to \$66.58, inclusive.
- (4) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.18 to \$66.34, inclusive.
- (5) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$66.24 to \$66.39, inclusive.
- (6) In accordance with SEC rules, this number reflects only those shares remaining from this particular grant. It does not include any other securities that may be held, such as shares from other stock option grants.
- (7) Includes 2,861 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. 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.