

KOHL'S Corp  
Form 4  
August 25, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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	A \$ 42.89	150,000.54	D
Common Stock	08/21/2014		S <sup>(1)</sup>	10,000	D \$ 59.51	140,000.54	D
Common Stock	08/22/2014		M	5,300	A \$ 42.89	145,300.54	D
Common Stock	08/22/2014		S <sup>(1)</sup>	5,300	D \$ 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.

**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	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 42.89	08/21/2014		M <sup>(1)</sup>	10,000	03/31/2009 03/31/2015	Common Stock	10,000	
Employee Stock Option (Right to Buy)	\$ 42.89	08/22/2014		M <sup>(1)</sup>	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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