#### SCHEPP RICHARD D

Form 4 April 02, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

Form filed by More than One Reporting

Person

1,588

I

January 31, 2005

Estimated average burden hours per

response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> SCHEPP RICHARD D			Issuer Name and Ticker or Trading     Symbol	5. Relationship of Reporting Person(s) to Issuer			
			KOHLS Corp [KSS]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
N56 W17000 RIDGEWOOD DRIVE			03/30/2013	_X_ Officer (give title Other (specify below) Sr. Exec. VP Gen. Couns. Sec.			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			

#### **MENOMONEE** FALLS, WI 53051-5660

Common

Stock

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secui	rities Acq	uired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Ador(A) or Disposed (Instr. 3, 4 and (A) or		d of (D) 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)
Common Stock	03/30/2013		Code V F	Amount 1,446 (1)	(D)	Price \$ 46.13	107,909.8	D	
Common Stock	04/01/2013		A	5,490	A	<u>(2)</u>	113,399.8 (3)	D	Held in Reporting

Person's

account as of March 25, 2013.

401(k)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exer	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day	(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)					
	Derivative				or Disposed of	f				
	Security				(D)					
					(Instr. 3, 4,					
					and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number	
				Code V	(A) (D	)			of Shares	
Employee	<b>45.54</b>	04/01/0010			25 (01	(4)	0.4.10.1.10.00.0	Common	25 (01	
Stock Options	\$ 45.54	04/01/2013		A	25,601	<u>(4)</u>	04/01/2020	Stock	25,601	

# **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. Exec. VP Gen. Couns. Sec.

### **Signatures**

(Jason J. Kelroy P.O.A.) 04/02/2013

\*\*Signature of Reporting 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) Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock under the Company's Long-Term Compensation Plans.
- Award of restricted stock under Company's 2010 Long-Term Compensation Plan. The restricted shares vest in five equal annual (2) installments on the first through fifth anniversaries of the Grant Date. Vesting is contingent upon the Company achieving an adjusted net income of \$900M or more in either of the Company's 2013 or 2014 fiscal years.
- (3) Includes 87,699.8 unvested shares of restricted stock.
- (4) Exercisable in five equal annual installments on the first through fifth anniversaries of the Grant Date.

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