**KOHLS Corp** Form 4 March 05, 2015

## FORM 4

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

OMB Number:

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

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

**SECURITIES** 

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* SCHEPP RICHARD D

(Middle)

N56 W17000 RIDGEWOOD **DRIVE** 

(Street)

(First)

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)

Director 10% Owner \_X\_\_ Officer (give title \_ Other (specify below)

Sr. EVP HR Gen. Couns. Sec.

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	03/03/2015		Code V M	Amount 40,000	(D)	Price \$ 56.63	(Instr. 3 and 4) 171,576.3	D		
Common Stock	03/03/2015		S	40,000	D	\$ 74.25 (1)	131,576.3	D		
Common Stock	03/03/2015		M	5,500	A	\$ 66.25	137,076.3	D		
Common Stock	03/03/2015		S	5,500	D	\$ 74.26 (2)	131,576.3	D		

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Common Stock	03/03/2015	M	50,000	A	\$ 55.05	181,576.3	D	
Common Stock	03/03/2015	S	50,000	D	\$ 74.26	131,576.3	D	
Common Stock	03/03/2015	M	33,000	A	\$ 66.3	164,576.3	D	
Common Stock	03/03/2015	S	33,000	D	\$ 74.25	131,576.3	D	
Common Stock	03/03/2015	M	31,000	A	\$ 50.39	162,576.3	D	
Common Stock	03/03/2015	S	31,000	D	\$ 74.25 (5)	131,576.3	D	
Common Stock	03/03/2015	M	20,000	A	\$ 49.56	151,576.3	D	
Common Stock	03/03/2015	S	20,000	D	\$ 74.25 (6)	131,576.3	D	
Common Stock	03/03/2015	M	20,000	A	\$ 46.2	151,576.3	D	
Common Stock	03/03/2015	S	20,000	D	\$ 74.25 <u>(7)</u>	131,576.3	D	
Common Stock	03/03/2015	M	4,998	A	\$ 41.63	136,574.3	D	
Common Stock	03/03/2015	S	4,998	D	\$ 74.26 (8)	131,576.3 (9)	D	
								Held in Reporting
Common Stock						2,040	I	Person's 401(k) account as

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

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SEC 1474 (9-02)

account as of March 4, 2015.

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 56.63	03/03/2015		M	40,000	10/02/2001	10/02/2015	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 66.25	03/03/2015		M	5,500	01/10/2002	01/10/2016	Common Stock	5,500
Employee Stock Option (Right to Buy)	\$ 55.05	03/03/2015		M	50,000	08/15/2002	08/15/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 66.3	03/03/2015		M	33,000	01/30/2003	01/30/2017	Common Stock	33,000
Employee Stock Option (Right to Buy)	\$ 50.39	03/03/2015		M	31,000	02/13/2004	02/13/2018	Common Stock	31,000
Employee Stock Option (Right to Buy)	\$ 49.56	03/03/2015		M	20,000	02/25/2005	02/25/2019	Common Stock	20,000
Employee Stock Option (Right to	\$ 46.2	03/03/2015		M	20,000	02/23/2006	02/23/2020	Common Stock	20,000

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Buy)

Employee

Stock

Option \$41.63 03/03/2015 M 4,998 03/30/2010 03/30/2016 Common Stock 4,998

(Right to Buy)

## **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.) 03/05/2015

\*\*Signature of Reporting Date
Person

### **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 \$74.15-\$74.48, inclusive.
- The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.22-\$74.45, inclusive.
- (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.45, inclusive.
- (4) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.45, inclusive
- The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.48, inclusive.
- (6) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.15-\$74.44, inclusive
- (7) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.21-\$74.47, inclusive.
- (8) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.24-\$74.39, inclusive.
- (9) Includes 102,795.05 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.

Reporting Owners 4