**KOHLS Corp** Form 4 March 29, 2016

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCDONALD WESLEY S Issuer Symbol KOHLS Corp [KSS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction N Γ

## F

N56 W17000 RIDGEWOOD DRIVE			(Month/Day/Year) 03/28/2016	Director 10% OwnerX Officer (give title Other (specify below) Chief Financial Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
MENOMONEE FALLS, WI 53051-5660				Form filed by More than One Reporting Person	3			
(City)	(State)	(Zip)	Table I - Non-Derivative Securiti	es Acquired Disposed of or Reneficially Ov	vne			

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly 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)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/28/2016		F	1,151	D	\$ 45.93 (1)	88,724	D		
Common Stock	03/28/2016		F	1,620	D	\$ 45.93 (1)	87,104	D		
Common Stock	03/28/2016		S	1,169	D	\$ 46 (2)	85,935 <u>(3)</u>	D		

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

**OMB APPROVAL** 

3235-0287

January 31,

2005

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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.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Expiration Exercisable Date	Expiration		or		
							-		Number		
				~					of		
				Code V	(A) (D)				Shares		

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCDONALD WESLEY S N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660

Chief Financial Officer

#### **Signatures**

(Jason J. Kelroy P.O.A.) 03/29/2016

\*\*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 2010 Long-Term Compensation Plan.
- (2) The sales reported were effected pursuant to a 10b5-1 pre-planned trading plan.
- (3) Includes 21,489 unvested shares of restricted stock.

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