

KOHL'S Corp
Form 4
November 14, 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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONALD WESLEY S

(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)

11/10/2016

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) below)

Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/10/2016		M		5,120	A	\$ 45.54	93,908	D	
Common Stock	11/10/2016		S		5,120 (1)	D	\$ 50.61 (2)	88,788	D	
Common Stock	11/10/2016		M		5,120	A	\$ 45.54	93,908	D	
Common Stock	11/10/2016		S		5,120 (1)	D	\$ 50.61 (3)	88,788	D	

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Common Stock	11/11/2016	M	17,136	A	\$ 48.48	105,924	D
Common Stock	11/11/2016	S	<u>17,136</u> (1)	D	\$ 53.48	88,788 ⁽⁴⁾	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 45.54	11/10/2016		M ⁽¹⁾		5,120		04/01/2013	04/01/2020	Common Stock	5,120
Employee Stock Options (Right to Buy)	\$ 45.54	11/10/2016		M ⁽¹⁾		5,120		04/01/2013	04/01/2020	Common Stock	5,120
Employee Stock Options (Right to Buy)	\$ 48.48	11/11/2016		M ⁽¹⁾		17,136		03/26/2013	03/26/2019	Common Stock	17,136

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCDONALD WESLEY S N56 W17000 RIDGEWOOD DRIVE	Chief Financial Officer

MENOMONEE FALLS, WI 53051-5660

Signatures

(Jason J. Kelroy
P.O.A.) 11/14/2016

__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 executed pursuant to a Rule 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 \$50.61 to \$50.83, inclusive.
- (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.61 to \$50.80, inclusive.
- (4) Includes 25,986 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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