MONTGOMERY R LAWRENCE

Form 4

February 09, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * MONTGOMERY R LAWRENCE

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

KOHLS CORPORATION [KSS]

(Check all applicable)

N56 W17000 RIDGEWOOD

3. Date of Earliest Transaction (Month/Day/Year)

02/07/2006

_X__ Director 10% Owner X_ Officer (give title Other (specify below)

DRIVE

4. If Amendment, Date Original

Chairman and CEO 6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MENOMONEE FALLS, WI 53051

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	Securi	ties Acquir	red, Disposed of,	or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securition of Dispose (Instr. 3, 4) Amount	d of (I	O)	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	02/07/2006		M	183,427	A	\$ 7.1408	490,239 <u>(1)</u> <u>(2)</u>	D	
Common Stock	02/07/2006		M	187,374	A	\$ 7.1408	677,613 (2)	D	
Common Stock	02/07/2006		S	187,374	D	\$ 44.205	490,239 <u>(2)</u> <u>(3)</u>	D	
Common Stock							42,501	I	By trusts
Common Stock							42,501	I	By trusts for benefit of

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spouse (4)

Common Stock

23,781

I

By spouse (4)

370,8

Stock

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 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)	Secur Acqui Dispo		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	Amoun Numbe Shares
Employee Stock	¢ 7 1400	02/07/2006		M		270 001	02/07/1007	02/07/2004	Common	270.9

M

Reporting Owners

\$ 7.1408

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MONTGOMERY R LAWRENCE N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051

X

Chairman and CEO

Signatures

Option

(Right to Buy)

Richard D. Schepp (pursuant to Power of Attorney previously filed)

02/07/2006

02/08/2006

370,801 02/07/1997 02/07/2006

**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 shares obtained through the exercise of these stock options have been retained by the Reporting Person. As a result of the transactions reported on this Form 4, the Reporting Person's ownership of directly-owned shares increased by 183,427 shares to 490,239.

(2)

Reporting Owners 2

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In accordance with SEC rules, this number reflects only shares of Common Stock held by Reporting Person. Does not include other forms of securities held, such as vested stock options.

- (3) Sale made pursuant to Reporting Person's Rule 10b5-1 prearranged trading plan dated June 24, 2005.
- (4) This report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or any other purpose.
- (5) In accordance with SEC rules, this number reflects only those shares remaining from this particular option grant. Does not include any other securities that may be held, such as shares from other stock option grants.

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.