

ESKENASI PEGGY
Form 4
March 30, 2011

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESKENASI PEGGY

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD DRIVE

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KOHLS Corp [KSS]

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/28/2011		A		14,205	A	(\$1) 77,873
Common Stock	03/28/2011		J		2,841	D	(\$2) 75,032
Common Stock	03/29/2011		F		599	D	\$ 52.8 74,433 (\$4)

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

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number.

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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable		
Employee Stock Options	\$ 52.8	03/28/2011		A		51,582		⁽⁵⁾ 03/28/2018	Common Stock	51,582
Employee Stock Options	\$ 52.8	03/28/2011		J		10,317		⁽⁵⁾ 03/28/2018	Common Stock	10,317

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESKENASI PEGGY N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051			Sr. Executive Vice President	

Signatures

Richard D. Schepp (pursuant to Power of Attorney previously filed) 03/30/2011

__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).
- Award of restricted stock under Company's 2010 Long-Term Compensation Plan. The restricted shares vest in five equal annual installments on the first through fifth anniversaries of the Grant Date. Vesting is contingent upon the Company beating its peer performance index, which measures growth in total sales and comparable store sales, for the Company's 2011 or 2012 fiscal years.
- (1) Award of restricted stock under Company's 2010 Long-Term Compensation Plan. The restricted shares vest in five equal annual installments on the first through fifth anniversaries of the Grant Date. Vesting is contingent upon the Company beating its peer performance index, which measures growth in total sales and comparable store sales, for the Company's 2011 or 2012 fiscal years.
 - (2) Transferred to ex-spouse pursuant to Qualified Domestic Relations Order.
 - (3) Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock under the Company's 2003 Long-Term Compensation Plan.
 - (4) Includes 71,190 unvested shares of restricted stock.
 - (5) Exercisable in five equal annual installments on the first through fifth anniversaries of the Grant Date.

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.