

KOHL'S Corp
Form 4
April 01, 2014

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 *
SCHEPP RICHARD D

(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)
03/28/2014

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. EVP HR Gen. Couns. Sec.

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	03/28/2014		F	916 ⁽¹⁾ D \$ 56.5	133,315.95	D	
Common Stock	03/29/2014		F	872 ⁽¹⁾ D \$ 57	132,443.95	D	
Common Stock	03/30/2014		F	1,484 ⁽¹⁾ D \$ 57	130,959.95	D	
Common Stock	03/31/2014		A	19,542 A ⁽²⁾	150,501.95 ⁽³⁾	D	
Common Stock					1,848	I	Held in Reporting

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Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock under the Company's Long-Term Compensation Plans.

Restricted shares issued to facilitate the transition to the Company's new Long-Term Incentive Plan ("LTIP"), in light of the 3-year cliff

- (2) vesting schedule of the performance share units granted under the LTIP, as disclosed in the Company's 8-K filing dated January 13, 2014. These time-restricted shares vest in two equal annual installments on the first and second anniversaries of the Grant Date.

- (3) Includes 126,349.95 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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