

KOHL'S Corp
Form 4
September 03, 2014

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)

08/29/2014

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 below) ____ Other (specify below)

Sr. Exec. Vice President, CFO

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 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)
Common Stock	08/29/2014		M ⁽¹⁾	6,180 A	\$ 41.63	135,820.23	D
Common Stock	08/29/2014		S	6,180 D	\$ 58.81 (2)	129,640.23	D
Common Stock	08/29/2014		M ⁽¹⁾	420 A	\$ 45.54	130,060.23	D
Common Stock	08/29/2014		S	420 D	\$ 59.25 (3)	129,640.23	D

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Common Stock	09/02/2014	M ⁽¹⁾	4,700	A	\$ 45.54	134,340.23	D
Common Stock	09/02/2014	S	4,700	D	\$ 59.2	129,640.23 <u>(4)</u>	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 Option (Right to Buy)	\$ 41.63	08/29/2014		M ⁽¹⁾		6,180		03/30/2010	03/30/2016	Common Stock	6,180
Employee Stock Option (Right to Buy)	\$ 45.54	08/29/2014		M ⁽¹⁾		420		04/01/2014	04/01/2020	Common Stock	420
Employee Stock Option (Right to Buy)	\$ 45.54	09/02/2014		M ⁽¹⁾		4,700		04/01/2014	04/01/2020	Common Stock	4,700

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Sr. Exec. Vice President, CFO

Signatures

(Jason J. Kelroy
P.O.A.) 09/03/2014

__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 effected pursuant to a 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 \$58.58 to \$59.26, inclusive.
- (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.20 to \$59.36, inclusive.
- (4) Includes 88,424.23 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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