KOHLS Corp Form 4 March 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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See Instruction

Check this box

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)

(Last)

1(b).

1. Name and Address of Reporting Person * **BURD STEVEN A**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

below)

(First) (Middle)

KOHLS Corp [KSS] 3. Date of Earliest Transaction

X_ Director 10% Owner

N56 W17000 RIDGEWOOD **DRIVE**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Other (specify

Filed(Month/Day/Year)

(Month/Day/Year)

03/25/2015

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

MENOMONEE FALLS, WI 53051-5660

> (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Month/Day/Year) (Instr. 3)

2. Transaction Date 2A. Deemed Execution Date, if anv (Month/Day/Year)

3 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) (Instr. 4)

Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Common 03/25/2015 Stock

A 11.77 Α (1)

11,795.49 (2) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	;		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title No of	umber		

Reporting Owners

Reporting Owner Name / Address		Relationsh	iips		
	Director	10% Owner	Officer	Other	
BURD STEVEN A N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660	X				
Signatures					
P.O.A.)	(Ja	ason J. Kelro	ру	03/27/2015	
**Signature of Reporting Pe	rson			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 additional restricted stock in lieu of a \$0.45 per share dividend issued by the Company on all Common Stock, which was payable March 25, 2015. These shares vest on the same schedule as the underlying restricted shares.
- (2) Includes 1,965.49 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. 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.

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