KOHLS Corp Form 4 April 01, 2015

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

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHEPP RICHARD D

> (First) (Middle) (Last)

N56 W17000 RIDGEWOOD DRIVE

(Street)

2. Issuer Name and Ticker or Trading Symbol

KOHLS Corp [KSS]

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

03/30/2015

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

Sr. EVP HR Gen. Couns. Sec.

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

MENOMONEE FALLS, WI 53051-5660

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	(Instr. 3,	spose 4 and (A) or	d of (D) 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	03/30/2015		Code V A	Amount 5,221	(D)	Price (1)	127,930	D	
Common Stock	03/31/2015		F	4,975 (2)	D	\$ 76.62	122,955 (3)	D	
Common Stock							2,056	I	Held in Reporting Person's 401(k) account as of March 27, 2015.

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

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

1. Title of 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title	itle and 8. Price of	
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amou	ount of Derivative	į
Security or Exercise any Code of (Month/Day/Year) Under	erlying Security	
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Secur	urities (Instr. 5)	
Derivative Securities (Instr.	tr. 3 and 4)	
Security Acquired		Ì
(A) or		į
Disposed		
of (D)		
(Instr. 3,		
4, and 5)		
	Amount	
Date Expiration Title	or Number	
Exercisable Date	of	
Code V (A) (D)	Shares	

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

SCHEPP RICHARD D N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660

Sr. EVP HR Gen. Couns. Sec.

Signatures

(Jason J. Kelroy 04/01/2015 P.O.A.)

**Signature of Reporting 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 annual long-term grant pursuant to the Company's Long-Term Incentive Program. These time-restricted shares vest in four equal annual installments on the first through fourth anniversaries of the Grant Date.
- Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock under the Company's 2010 Long-Term **(2)** Compensation Plan.
- (3) Includes 85,364 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.

Reporting Owners 2

9. Ni Deriv Secu Bene Own Follo Repo Trans (Insti

SEC 1474 (9-02)