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| KOHLS Co Form 4 March 29, 2 FORN | 017 Л Л | | | | | | | OMB AF | PROVAL | | |
|--|---|--------------|--|---|----------------|--------------------|--|---|---|--|--|
| CUNIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | OMB Number: | 3235-0287 | | |
| Check th | der | | 0 | · | | | | Expires: | January 31, | | |
| if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b). | 5 STATEMENT 16. 50 51 51 51 51 51 51 51 51 51 51 | to Section 1 | SECUE 6(a) of th tility Hole | RITIES ne Securit ding Com | ies E 1pany | xchang Act of | e Act of 1934, 1935 or Section | Estimated a burden hour response | - | | |
| (Print or Type | Responses) | | | | | | | | | | |
| MANSELL KEVIN Symbol | | | er Name and S Corp [K | | Tradir | ıg | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) | (First) (Middle) | 3. Date of | 3. Date of Earliest Transaction (Che | | | | | ck all applicable) | | | |
| Month/D N56 W17000 RIDGEWOOD 03/27/20 DRIVE | | | Day/Year) 2017 | | | | X Director 10% Owner X Officer (give title Other (specify below) Chairman, President, CEO | | | | |
| MENOMO FALLS, W | (Street) NEE I 53051-5660 | | endment, Da nth/Day/Yea | - | | | 6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person | ne Reporting Per | rson | | |
| (City) | (State) (Zip) | Tab | le I - Non-I | Derivative | Secur | ities Acq | uired, Disposed of, | or Beneficiall | ly Owned | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. 1 (Month/Day/Year) Exec any (Mon | | 3. Transactio Code (Instr. 8) Code V | 4. Securit or(A) or Dis (Instr. 3, 4) Amount | sposed | l of (D) | 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 | 03/27/2017 | | А | 63,898 | А | <u>(1)</u> | 295,263 | D | | | |
| Common Stock | 03/28/2017 | | F | 6,688 | D | \$ 37.56 (4) | 288,575 <u>(2)</u> | D | | | |
| Common Stock | | | | | | | 67,953 | Ι | By Trust | | |
| Common Stock | | | | | | | 220,492 | I | By family trust (3) | | |
| | | | | | | | 67,953 | Ι | | | |

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| Common |
|--------|
| Stock |

By Trust for the Benefit of Spouse (5)

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

Persons who respond to the collection of information contained in this form are not 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)

| 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. Transactio Code (Instr. 8) | of | | ate | Secur | ınt of rlying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owno Follo Repo Trans (Instr |
|---|---|---|---|--|---------|---------------------|--------------------|-------|--|---|---|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | | |
|--|------------|---------------|-----------|--------------------------|-------|--|--|--|--|
| | | Director | 10% Owner | Officer | Other | | | | |
| MANSELL KEVIN N56 W17000 RIDGEW MENOMONEE FALL | | Х | | Chairman, President, CEO | | | | | |
| Signatures | | | | | | | | | |
| (Jason J. Kelroy P.O.A.) | 03/29/2017 | | | | | | | | |
| **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) Award of annual long-term grant pursuant to the Company's Long-Term Incentive Program. These time-vested restricted shares vest in four equal annual installments on the first through fourth anniversaries of the Grant Date.

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- (2) Includes 142,493 unvested shares of restricted stock.
- (3) Mr. Mansell is not the trustee or beneficiary of the family trust. He disclaims ownership of the trust's shares for purposes of Section 16 of the Exchange Act and, accordingly, disclaims any obligation to report its transactions.
- (4) Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock under the Company's 2010 Long Term Compensation Plan.
- (5) This report should not be deemed an admission that the reporting person is the beneficial owner of his spouse's shares for purposes of Section 16 or any other purpose.

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.