

Worthington John M
Form 4
May 18, 2012

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 *
Worthington John M

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD DRIVE

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KOHLS Corp [KSS]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2012

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)

Chief Administrative Officer

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/16/2012 | | M | | 12,125 A \$ 42.89 | D | |
| Common Stock | 05/16/2012 | | S | | 12,125 D \$ 46.9428 | D | |
| Common Stock | 05/16/2012 | | M | | 9,700 A \$ 41.63 | D | |
| Common Stock | 05/16/2012 | | S | | 9,700 D \$ 47.0151 | D | |
| | 05/16/2012 | | M | | 4,000 A \$ 41.63 | D | |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|-------------------|-------------------|---|---|
| Common Stock | | | | | | | | | |
| Common Stock | 05/16/2012 | | S | 4,000 | D | \$ 46.997 (1) | 157,313.47 | D | |
| Common Stock | 05/16/2012 | | S | 18,063 | D | \$ 46.9806 (1) | 139,250.47 (2) | D | |
| Common Stock | | | | | | | 1,735 | I | Held in Reporting Person's 401(k) account as of May 18, 2012 |
| Common Stock | | | | | | | 273 | I | Held in Reporting Person's Employee Stock Ownership Plan account as of May 18, 2012 |

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 | \$ 42.89 | 05/16/2012 | | M | 12,125 | 03/31/2009 | 03/31/2015 | Common Stock | 12,125 |

(Right to
Buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option | \$ 41.63 | 05/16/2012 | M | 9,700 | 03/30/2010 | 03/30/2016 | Common Stock | 9,700 |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|

(Right to
Buy)

Employee
Stock

| | | | | | | | | |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|
| Option | \$ 41.63 | 05/16/2012 | M | 4,000 | 03/30/2010 | 03/30/2016 | Common Stock | 4,000 |
|--------|----------|------------|---|-------|------------|------------|-----------------|-------|

(Right to
Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Worthington John M N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051 | | | Chief Administrative Officer | |

Signatures

(Richard D. Schepp
P.O.A.) 05/18/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.772 to \$47.27, inclusive.
- (2) Includes 139,250.47 unvested shares of restricted stock. In accordance with SEC rules, this number does not include other forms of securities held, such as vested stock options.
- (3) In accordance with SEC rules, this number reflects only those shares remaining from this particular option grant. Does not include any other securities that may be held, such as shares from other stock option grants.

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.