

WHITE R ELTON

Form 4

June 07, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITE R ELTON

(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 CORPORATION [KSS]

3. Date of Earliest Transaction
(Month/Day/Year)
06/06/2006

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)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | 06/06/2006 | | M | V Amount (A) or (D) \$ 13.5313 | 23,000 ⁽¹⁾ | D | |
| Common Stock | 06/06/2006 | | S | 1,600 D \$ 53.25 | 21,400 ⁽¹⁾ | D | |
| Common Stock | 06/06/2006 | | S | 400 D \$ 53.33 | 21,000 ⁽¹⁾ | D | |
| Common Stock | 06/06/2006 | | G | V 5,000 D ⁽²⁾ | 16,000 ⁽¹⁾ | D | |
| Common Stock | 06/07/2006 | | S | 4,000 D \$ 54.7 | 12,000 ⁽¹⁾ | D | |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------------------|---|---|
| Common Stock | 06/06/2006 | S | 1,900 | D | \$ 53.33 | 100 ⁽¹⁾ | I | Limited Partnership Interest ⁽³⁾ |
| Common Stock | 06/06/2006 | S | 100 | D | \$ 53.35 | 0 ⁽¹⁾ | I | Limited Partnership Interest ⁽³⁾ |

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.

SEC 1474
(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 |
| Director Stock Options | \$ 13.5313 | 06/06/2006 | | M | | 16,000 | | 05/28/1997 | 05/28/2007 | Common Stock | 16,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WHITE R ELTON
N56 W17000 RIDGEWOOD DRIVE X
MENOMONEE FALLS, WI 53051-5660

Signatures

Richard D. Schepp (pursuant to Power of Attorney previously filed)

06/07/2006

**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).

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- In accordance with SEC rules, this number reflects only shares of Common Stock held by Reporting Person. Does not include other forms
- (1) of securities held, such as vested stock options. As a result of the transactions reported on this Form 4, the Reporting Person's ownership of directly and indirectly-owned shares increased by 3,000 shares.
 - (2) This transaction is a gift; therefore, the price is not applicable.
 - (3) Held by a limited partnership of which Reporting Person is a General Partner. Reporting Person elects to report the entire number of shares owned by the limited partnership, and disclaims beneficial ownership in excess of his economic interest in the shares.
 - (4) 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 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.

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