

Worthington John M
Form 4
April 01, 2011

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)
03/30/2011

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/30/2011		A		611.95 A <u>11</u>	160,947.95	D
Common Stock	03/30/2011		F		1,818 <u>(2)</u>	\$ 53.04 159,129.95	D
Common Stock	03/31/2011		M		4,286 A \$ 44.43	163,415.95	D
Common Stock	03/31/2011		S		4,286 D \$ 52.973	159,129.95	D
Common Stock	03/31/2011		M		12,125 A \$ 42.89	171,254.95	D

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Common Stock	03/31/2011	S	12,125	D	\$ 52.939	159,129.95	D
Common Stock	03/31/2011	M	9,700	A	\$ 41.63	168,829.95	D
Common Stock	03/31/2011	S	9,700	D	\$ 52.89	159,129.95	D
Common Stock	03/31/2011	M	4,000	A	\$ 41.63	163,129.95	D
Common Stock	03/31/2011	S	4,000	D	\$ 52.919	159,129.95 (3)	D

Common Stock						1,373	I	Held in Reporting Person's 401(k) account as of January 12, 2011
Common Stock						267	I	Held in Reporting Person's Employee Stock Ownership Plan account as of January 12, 2011

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 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

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Employee Stock Option	\$ 44.43	03/31/2011	M	4,286	02/02/2005	02/02/2019	Common Stock	4,286
Employee Stock Option	\$ 42.89	03/31/2011	M	12,125	03/31/2009	03/31/2015	Common Stock	12,125
Employee Stock Option	\$ 41.63	03/31/2011	M	9,700	03/30/2010	03/30/2016	Common Stock	9,700
Employee Stock Option	\$ 41.63	03/31/2011	M	4,000	03/30/2010	03/30/2016	Common Stock	4,000

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 (pursuant to power of attorney previously filed) 04/01/2011

__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 additional restricted stock in lieu of a \$0.25 per share dividend issued by the Company on all Common Stock, which was payable March 30, 2011. These shares vest on the same schedule as the underlying restricted shares.
 - (2) Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock under the Company's Long-Term Compensation Plans.
 - (3) Includes 150,307.95 unvested shares of restricted stock.
 - (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 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.