

MANSELL KEVIN

Form 4

March 30, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MANSELL KEVIN

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD
DRIVE

(Street)

MENOMONEE
FALLS, WI 53051-5660

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/28/2018

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)

Chairman, President, CEO

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 | 03/28/2018 | | A | 1,191 | A <u>(1)</u> 343,832 | D | |
| Common Stock | 03/28/2018 | | F | 6,709 | D <u>\$ 62.8</u> <u>(2)</u> 337,123 | D | |
| Common Stock | 03/28/2018 | | M ⁽³⁾ | 192,572 | A \$ 52.8 529,695 | D | |
| Common Stock | 03/28/2018 | | F ⁽⁴⁾ | 173,981 | D \$ 64.56 355,714 ⁽⁵⁾ | D | |
| Common Stock | | | | | 63,837 | I | By Trust |

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| | | | |
|--------------|--------|---|---|
| Common Stock | 298 | I | By family trust ⁽⁶⁾ |
| Common Stock | 63,837 | I | By Trust for Benefit of Spouse ⁽⁷⁾ |
| Common Stock | 4,116 | I | By Spouse ⁽⁷⁾ |

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 Number Shares |
| Stock Option (Right to Buy) | \$ 52.8 | 03/28/2018 | | M ⁽³⁾ | 192,572 | 03/28/2012 03/28/2018 | Common Stock 192,572 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| MANSELL KEVIN N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660 | X Chairman, President, CEO |

Signatures

(Jason J. Kelroy
P.O.A.) 03/30/2018

 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 \$0.61 per share dividend issued by the Company on all Common Stock, which was payable March 28, 2018. 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 2010 Long Term Compensation Plan.
- (3) Represents shares acquired upon exercise of an option immediately prior to the expiration of the option pursuant to an automatic exercise feature.
- (4) Represents shares withheld in payment of the exercise price and tax withholding obligation upon exercise of the option.
- (5) Includes 141,819 unvested shares of restricted stock.
- (6) 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.
- (7) 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.
- (8) In accordance with SEC rules, this number reflects only those shares remaining from this particular grant. It 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.