

KOHL'S Corp
Form 4
August 20, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(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)
08/19/2013

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)
			Code	V	Amount	Price	
Common Stock	08/19/2013		M ⁽¹⁾		60,000	\$ 23.91	A 200,983.27 D
Common Stock	08/19/2013		S ⁽¹⁾		60,000	\$ 51.72	D 140,983.27 D
Common Stock	08/19/2013		M ⁽²⁾		100,000	\$ 30.5	A 240,983.27 D
Common Stock	08/19/2013		S ⁽²⁾		100,000	\$ 51.42	D 140,983.27 D

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Common Stock	08/19/2013	M ⁽³⁾	140,000	A	\$ 33.38	280,983.27	D	
Common Stock	08/19/2013	S ⁽³⁾	140,000	D	\$ 51.33 <u>(6)</u>	140,983.27 <u>(7)</u>	D	
Common Stock						220,492	I	By family trust ⁽⁸⁾
Common Stock						25,273	I	By Trust
Common Stock						107,765	I	By Trust for Benefit of Spouse ⁽⁹⁾
Common Stock						16,294	I	By Spouse ⁽⁹⁾
Common Stock						2,119	I	By children ⁽¹⁰⁾

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)	Amount	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Number Shares
Employee Stock Option (Right to Buy)	\$ 23.91	08/19/2013		M ⁽¹⁾	60,000	10/30/1999 10/30/2013	Common Stock	60,000	
Employee Stock Option (Right to Buy)	\$ 30.5	08/19/2013		M ⁽²⁾	100,000	01/22/2000 01/22/2014	Common Stock	100,000	

Buy)

Employee

Stock

Option	\$ 33.38	08/19/2013		M ⁽³⁾	140,000	02/01/2000	02/01/2014	Common Stock	140,0
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(Right to Buy)

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.) 08/20/2013

 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 options exercised were granted to the reporting person in 1998 and were scheduled to expire at the end of their 15 year term in October 2013.
- (2) The options exercised were granted to the reporting person in 1999 and were scheduled to expire at the end of their 15 year term in January 2014.
- (3) The options exercised were granted to the reporting person in 1999 and were scheduled to expire at the end of their 15 year term in February 2014.
- (4) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.43-\$51.93, inclusive.
- (5) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.19-\$51.90, inclusive.
- (6) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.19-\$51.57, inclusive.
- (7) Includes 108,693.27 unvested shares of restricted stock.
- (8) 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.
- (9) 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.
- (10) This report should not be deemed an admission that the reporting person is the beneficial owner of his children's shares for purposes of Section 16 or any other purpose.
- (11) In accordance with SEC rules, this number reflects only those shares remaining from this particular option 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.

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