ESKENASI PEGGY
Form 4
March 03, 2011

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ESKENASI PEGGY

(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)
03/01/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	03/01/2011		A		56,306	A	(1)	94,290	D	
Common Stock	03/01/2001		J		11,262	D	(2) (3)	83,028	D	
Common Stock	03/01/2001		J		830	D	(2) (4)	82,198	D	
Common Stock	03/01/2001		J		755	D	(2) (5)	81,443	D	
Common Stock	03/01/2001		J		7,245	D	(2) (6)	74,198	D	

Common Stock	03/01/2001	J	1,373	D	(2) (7)	72,845	D	
Common Stock	03/01/2001	J	6,764	D	(2) (8)	66,061	D	
Common Stock	03/01/2001	J	2,026	D	(2)	64,035 (9)	D	

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
Employee Stock Option (Right to Buy)	$ 50	03/01/2011		J			33,975	(10)	10/04/2019	Common Stock	33,975
Employee Stock Option (Right to Buy)	$ 46.2	03/01/2011		J			9,000	(11)	02/23/2020	Common Stock	9,000
Employee Stock Option (Right to Buy)	$ 51.81	03/01/2011		J			13,775	(12)	03/27/2013	Common Stock	13,775
Employee Stock Option (Right to Buy)	$ 75.95	03/01/2011		J			9,955	(13)	03/26/2014	Common Stock	9,955

Employee Stock Option (Right to Buy)	$ 42.89	03/01/2011		J	4,533	(14)	03/31/2015	Common Stock	4,533
Employee Stock Option (Right to Buy)	$ 41.63	03/01/2011		J	5,150	(15)	03/30/2016	Common Stock	5,150

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ESKENASI PEGGY N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051			Sr. Executive Vice President	

Signatures

Richard D. Schepp (pursuant to Power of Attorney previously filed)	03/03/2011
**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 restricted stock under Company's 2010 Long-Term Compensation Plan. The restricted shares vest in five equal annual installments on the first through fifth anniversaries of 3/1/11. Vesting is contingent upon the Company achieving net income of at least $1,000,000,000 in either fiscal year 2011 or fiscal year 2012.

(2) Transferred to ex-spouse pursuant to Qualified Domestic Relations Order.

(3) Shares are restricted stock under Company's 2010 Long-Term Compensation Plan. The restricted shares vest in five equal annual installments on the first through fifth anniversaries of 3/1/11. Vesting is contingent upon the Company achieving net income of at least $1,000,000,000 in either fiscal year 2011 or fiscal year 2012.

(4) Shares are restricted stock under Company's 2003 Long Term Compensation Plan. The restricted shares vest on 3/26/11.

(5) Shares are restricted stock under Company's 2003 Long Term Compensation Plan. 377 shares vest on 3/31/11 and 378 vest on 3/31/12.

(6) Shares are restricted stock under Company's 2003 Long Term Compensation Plan. 1,811 shares vest on 3/30/11, 3/30/12 and 3/30/13, 1,812 vest on 3/30/14.

(7) Shares are restricted stock under Company's 2003 Long Term Compensation Plan. 343 shares vest on 3/30/11, 344 shares vest on 3/30/12 and 343 shares vest on each of 3/30/13 and 3/30/14.

(8) Shares are restricted stock under Company's 2003 Long Term Compensation Plan. 1,353 shares vest on each of 3/29/11 and 3/29/12. 1,352 shares vest on 3/29/13 and 1,353 shares vest on each of 3/29/14 and 3/29/15.

(9) Includes 62,008 unvested shares of restricted stock.

(10) Stock options granted pursuant to the Company's 2003 Long Term Compensation Plan. 28,617 shares vested. 5,358 shares vest on 10/04/11.

(11) Fully vested stock options granted pursuant to the Company's 2003 Long Term Compensation Plan.

(12) Fully vested stock options granted pursuant to the Company's 2003 Long Term Compensation Plan.

(13) Stock options granted pursuant to the Company's 2003 Long Term Compensation Plan. 7,466 shares vested. 2,489 shares vest on 3/26/11.

(14) Stock options granted pursuant to the Company's 2003 Long Term Compensation Plan. 2,267 shares vested. 1,133 shares vest on each of 3/31/11 and 3/31/12.

(15) Stock options granted pursuant to the Company's 2003 Long Term Compensation Plan. 1,030 shares vested. 1,030 shares vest on each of 3/30/11, 3/30/12, 3/30/13 and 3/30/14.

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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