

MANSELL KEVIN
Form 4
May 24, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
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)
05/12/2012

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 (A) or (D) Price			
Common Stock	05/12/2012		G	V 1,500 D 296,276.32		D	
Common Stock	05/22/2012		M ⁽¹⁾	12,672 A \$ 17 308,948.32		D	
Common Stock	05/22/2012		S ⁽¹⁾	12,672 D \$ 49 296,276.32		D	
Common Stock	05/23/2012		M ⁽¹⁾	95,980 A \$ 17 392,256.32		D	
Common Stock	05/23/2012		S ⁽¹⁾	95,980 D \$ 49 296,276.32		D	

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Common Stock	05/24/2012	<u>M</u> ⁽¹⁾	31,348	A	\$ 17	327,624.32	D	
Common Stock	05/24/2012	<u>S</u> ⁽¹⁾	31,348	D	\$ 49.67 <u>(3)</u>	296,276.32 <u>(4)</u>	D	
Common Stock						138,000	I	By family trust <u>(5)</u>
Common Stock						50,636	I	By Trust
Common Stock						50,636	I	By Trust for Benefit of Spouse <u>(6)</u>
Common Stock						11,789	I	By Spouse <u>(6)</u>
Common Stock						4,628	I	By children <u>(7)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	Amount or Number of Share	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 17	05/22/2012		<u>M</u> ⁽¹⁾	12,672	01/13/1999	01/13/2013	Common Stock	12,672
Employee Stock Option	\$ 17	05/23/2012		<u>M</u> ⁽¹⁾	95,980	01/13/1999	01/13/2013	Common Stock	95,980

