

MANSELL KEVIN

Form 4

March 28, 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

OMB
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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)
03/26/2018

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 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	03/26/2018		A	45,476	A	\$ 350,438	D
Common Stock	03/27/2018		F	7,797	D	\$ 63.77 (2)	342,641 (3) D
Common Stock	03/27/2018		S	68,900	D	\$ 64 398	I By family trust (4)
Common Stock	03/27/2018		S	100	D	\$ 64.01 298	I By family trust (4)
						63,837	I By Trust

Common
StockCommon
Stock

63,837

I

By Trust
for the
Benefit of
Spouse ⁽⁵⁾Common
Stock

4,116

I

By Spouse
(5)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

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.) 03/28/2018

 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 annual long-term grant pursuant to the Company's Long-Term Incentive Program. These time-vested restricted shares vest in four equal annual installments on the first through fourth anniversaries of the Grant Date.
- (2) Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock under the Company's 2010 Long Term Compensation Plan.
- (3) Includes 154,898 unvested shares of restricted stock.
- (4) 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.
- (5) 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.

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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