

MONTGOMERY R LAWRENCE
 Form 4
 April 01, 2009

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 *
 MONTGOMERY R LAWRENCE

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD DRIVE

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KOHL'S CORPORATION [KSS]

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

03/30/2009

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/30/2009		A		27,624	A	(1)
Common Stock					445,767	(2)	D
Common Stock					251,896	I	By family trust (3)
Common Stock					7,597	I	By trusts
Common Stock					7,597	I	By trusts for benefit of spouse (4)
					56,685	I	

Common
Stock

By spouse
(4)

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 or Number of Shares
Employee Stock Options	\$ 41.63	03/30/2009		A	50,000	(5)	03/30/2016	Common Shares	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MONTGOMERY R LAWRENCE N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051	X		Chairman	

Signatures

Richard D. Schepp (pursuant to Power of Attorney previously filed) 04/01/2009

**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 2003 Long-Term Compensation Plan. The restricted shares vest in five equal annual installments on the first through fifth anniversaries of the Grant Date.
- (2) In accordance with SEC rules, this number reflects only shares of Common Stock held by Reporting Person. Does not include other forms of securities held, such as vested stock options.

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- (3) The Reporting Person 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.
- (4) 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.
- (5) Exercisable in five equal annual installments on the first through fifth anniversaries of the Grant Date.

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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