

KOHL'S Corp  
Form 4  
August 21, 2014

**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 \*  
**BONNING KENNETH**

(Last) (First) (Middle)

**N56 W17000 RIDGEWOOD DRIVE**

(Street)

**MENOMONEE FALLS, WI 53051-5660**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**KOHL'S Corp [KSS]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/19/2014**

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)  
**Sr. Executive Vice President**

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 or Price		
Common Stock	08/19/2014		M		23,500 A \$ 46.2	158,275.53	D
Common Stock	08/19/2014		S <sup>(1)</sup>		23,500 D \$ 58 <sup>(2)</sup>	134,775.53	D
Common Stock	08/19/2014		M		10,300 A \$ 41.63	145,075.53	D
Common Stock	08/19/2014		S <sup>(1)</sup>		10,300 D \$ 57.63 <sup>(3)</sup>	134,775.53 <sup>(4)</sup>	D

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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 Option (Right to Buy)	\$ 46.2	08/19/2014		M	23,500	02/23/2006 02/23/2020	Common Stock 23,500
Employee Stock Option (Right to Buy)	\$ 41.63	08/19/2014		M	10,300	03/30/2010 03/30/2016	Common Stock 10,300

**Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BONNING KENNETH  
N56 W17000 RIDGEWOOD DRIVE  
MENOMONEE FALLS, WI 53051-5660

Sr. Executive Vice President

**Signatures**

(Jason J. Kelroy  
P.O.A.) 08/21/2014

\*\*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 sales reported were effected pursuant to a 10b5-1 pre-planned trading plan.
- (2) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.00-\$58.04, inclusive.
- (3) The price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$57.52-\$57.86, inclusive.
- (4) Includes 86,742.53 unvested shares of restricted stock.

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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