

Worthington John M  
 Form 4  
 November 18, 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 \*  
 Worthington John M

(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)

11/16/2009

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 11/16/2009                           |  | M                              |   | 4,286   | A  | \$ 44.43  |
|                                 |                                      |  |                                |   |   |  | 29,845 <sup>(1)</sup>                                 |
| Common Stock                    | 11/16/2009                           |  | M                              |   | 4,250   | A  | \$ 46.2   |
|                                 |                                      |  |                                |   |   |  | 34,095 <sup>(1)</sup>                                 |
| Common Stock                    | 11/16/2009                           |  | M                              |   | 12,125  | A  | \$ 42.89  |
|                                 |                                      |  |                                |   |   |  | 46,220 <sup>(1)</sup>                                 |
| Common Stock                    | 11/16/2009                           |  | S                              |   | 20,661  | D  | \$ 56   |
|                                 |                                      |  |                                |   |   |  | 25,559 <sup>(1)</sup>                                 |
| Common Stock                    |                                      |  |                                |   |   |  | 1,222   |
|                                 |                                      |  |                                |   |   | I  | Held in Reporting Person's                            |

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|                 |     |   |  |
|-----------------|-----|---|--|
| Common<br>Stock | 268 | I | 401(k)<br>account as<br>of<br>November<br>16, 2009.<br><br>Held in<br>Reporting<br>Person's<br>Employee<br>Stock<br>Ownership<br>Plan<br>account as<br>of<br>November<br>16, 2009. |
|-----------------|-----|---|--|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |  |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 44.43   | 11/16/2009                              |   | M                                    | 4,286  | 02/02/2005 02/02/2019  | Common<br>Stock   | 4,286                               |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 46.2  | 11/16/2009                              |   | M                                    | 4,250  | 02/23/2006 02/23/2020  | Common<br>Stock   | 4,250                               |  |
| Employee<br>Stock                                   | \$ 42.89   | 11/16/2009                              |   | M                                    | 12,125   | 03/31/2009 03/31/2015  | Common<br>Stock   | 12,125                              |  |

Option  
(Right to  
Buy)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Worthington John M<br>N56 W17000 RIDGEWOOD DRIVE<br>MENOMONEE FALLS, WI 53051 |               |           | Sr. Executive Vice President |       |

## Signatures

Richard D. Schepp (pursuant to power of attorney previously filed)

11/18/2009

\_\_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) Includes 22,434 unvested shares of restricted stock. In accordance with SEC rules, this number does not include other forms of securities held, such as vested stock options.
  - (2) In accordance with SEC rules, this number reflects only those shares remaining from this particular option grant. Does not include any other securities that may be held, such as shares from other stock option grants.

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