

Worthington John M
Form 4
May 18, 2012

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
KOHLS Corp [KSS]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2012

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)
Chief Administrative Officer

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/16/2012		M		12,125 A \$ 42.89	169,438.47	D
Common Stock	05/16/2012		S		12,125 D \$ 46.9428	157,313.47	D
Common Stock	05/16/2012		M		9,700 A \$ 41.63	167,013.47	D
Common Stock	05/16/2012		S		9,700 D \$ 47.0151	157,313.47	D
	05/16/2012		M		4,000 A \$ 41.63	161,313.47	D

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Common Stock									
Common Stock	05/16/2012		S	4,000	D	\$ 46.997 (1)	157,313.47	D	
Common Stock	05/16/2012		S	18,063	D	\$ 46.9806 (1)	139,250.47 (2)	D	
Common Stock							1,735	I	Held in Reporting Person's 401(k) account as of May 18, 2012
Common Stock							273	I	Held in Reporting Person's Employee Stock Ownership Plan account as of May 18, 2012

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

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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	\$ 42.89	05/16/2012		M	12,125	03/31/2009	03/31/2015	Common Stock	12,125

(Right to Buy)

Employee Stock

Option	\$ 41.63	05/16/2012	M	9,700	03/30/2010	03/30/2016	Common Stock	9,700
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(Right to Buy)

Employee Stock

Option	\$ 41.63	05/16/2012	M	4,000	03/30/2010	03/30/2016	Common Stock	4,000
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(Right to Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Worthington John M N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051			Chief Administrative Officer	

Signatures

(Richard D. Schepp
P.O.A.) 05/18/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.772 to \$47.27, inclusive.
- (2) Includes 139,250.47 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.
- (3) 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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