

MONTGOMERY R LAWRENCE
 Form 4
 February 09, 2006

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)

02/07/2006

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 and 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 (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 | 02/07/2006 | | M | | 183,427 | A | \$ 7.1408 |
| | | | | | 490,239 ⁽¹⁾ | | <u>(2)</u> |
| Common Stock | 02/07/2006 | | M | | 187,374 | A | \$ 7.1408 |
| | | | | | 677,613 ⁽²⁾ | | <u>(2)</u> |
| Common Stock | 02/07/2006 | | S | | 187,374 | D | \$ 44.205 |
| | | | | | 490,239 ⁽²⁾ | | <u>(3)</u> |
| Common Stock | | | | | 42,501 | I | |
| Common Stock | | | | | 42,501 | I | |

Common Stock 23,781 I spouse ⁽⁴⁾
 By spouse ⁽⁴⁾

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. SEC 1474 (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) | Amount Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|
| Employee Stock Option (Right to Buy) | \$ 7.1408 | 02/07/2006 | | M | 370,801 | 02/07/1997 02/07/2006 | Common Stock | 370,801 |

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 and CEO | |

Signatures

Richard D. Schepp (pursuant to Power of Attorney previously filed) 02/08/2006
 **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 shares obtained through the exercise of these stock options have been retained by the Reporting Person. As a result of the transactions reported on this Form 4, the Reporting Person's ownership of directly-owned shares increased by 183,427 shares to 490,239.
- (2)

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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.

- (3) Sale made pursuant to Reporting Person's Rule 10b5-1 prearranged trading plan dated June 24, 2005.
- (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) 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.

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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