

ESKENASI PEGGY  
Form 4  
August 15, 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 \*  
ESKENASI PEGGY

(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)  
08/13/2012

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)  
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 or Price   |  |   |
| Common Stock                    | 08/13/2012                           |  | M                              |   | 33,975 A \$ 50  | 115,618.99   | D   |
| Common Stock                    | 08/13/2012                           |  | S                              |   | 33,975 D \$ 50.68 (1)   | 81,643.99  | D   |
| Common Stock                    | 08/13/2012                           |  | M                              |   | 9,000 A \$ 46.2   | 90,643.99  | D   |
| Common Stock                    | 08/13/2012                           |  | S                              |   | 9,000 D \$ 50.78 (1)  | 81,643.99  | D   |
|                                 | 08/13/2012                           |  | M                              |   | 4,532 A   | 86,175.99  | D   |

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|              |            |  |   |       |   |                        |                      |   |
|--------------|------------|--|---|-------|---|------------------------|----------------------|---|
| Common Stock |            |  |   |       |   | \$ 42.89               |                      |   |
| Common Stock | 08/13/2012 |  | S | 4,532 | D | \$ 50.87<br><u>(1)</u> | 81,643.99            | D |
| Common Stock | 08/13/2012 |  | M | 3,090 | A | \$ 41.63               | 84,733.99            | D |
| Common Stock | 08/13/2012 |  | S | 3,090 | D | \$ 50.9<br><u>(1)</u>  | 81,643.99            | D |
| Common Stock | 08/13/2012 |  | S | 8,742 | D | \$ 50.9<br><u>(1)</u>  | 72,901.99 <u>(2)</u> | D |

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 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 (Right to Buy)      | \$ 50  | 08/13/2012                           |  | M                              | 33,975  | 10/04/2005 10/04/2019                                    | Common Stock 33,975   |
| Employee Stock Options (Right to Buy)      | \$ 46.2  | 08/13/2012                           |  | M                              | 9,000   | 02/23/2006 02/23/2020                                    | Common Stock 9,000  |
| Employee Stock Options (Right to Buy)      | \$ 42.89   | 08/13/2012                           |  | M                              | 4,532   | 03/31/2009 03/31/2015                                    | Common Stock 4,532  |

|   |          |            |   |       |            |            |                 |       |
|---|----------|------------|---|-------|------------|------------|-----------------|-------|
| Employee<br>Stock<br>Options<br>(Right to<br>Buy) | \$ 41.63 | 08/13/2012 | M | 3,090 | 03/30/2010 | 03/30/2016 | Common<br>Stock | 3,090 |
|---|----------|------------|---|-------|------------|------------|-----------------|-------|

## Reporting Owners

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

## Signatures

(Richard D. Schepp  
P.O.A.) 08/15/2012

\_\_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 \$50.58 - \$51.00, inclusive.
- (2) Includes 72,901.99 unvested shares of restricted stock.
- (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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