

KOHL'S Corp
Form 4
November 25, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BONEPARTH PETER

(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 Corp [KSS]

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

11/24/2014

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)

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)
Common Stock	11/24/2014		M	4,173 A	\$ 45.57	16,999.2	D
Common Stock	11/24/2014		S	4,173 D	\$ 58.68 (1)	12,826.2	D
Common Stock	11/24/2014		M	4,776 A	\$ 41.24	17,602.2	D
Common Stock	11/24/2014		S	4,776 D	\$ 58.58 (2)	12,826.2 (3)	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)	\$ 45.57	11/24/2014		M		4,173		06/13/2009	06/13/2018	Common Stock	4,173
Employee Stock Option (Right to Buy)	\$ 41.24	11/24/2014		M		4,776		05/14/2010	05/14/2019	Common Stock	4,776

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BONEPARTH PETER N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051	X

Signatures

(Jason J. Kelroy
P.O.A.) 11/25/2014

**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 price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.63 to 58.80, inclusive.
- (2) The price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$58.48 to 58.64, inclusive.
- (3) Includes 1,941.2 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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