KELLOGG WILLIAM S

Form 4/A October 12, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * KELLOGG WILLIAM S

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

KOHLS Corp [KSS]

(Check all applicable)

N56 W17000 RIDGEWOOD **DRIVE**

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

09/26/2012

X_ Director 10% Owner Other (specify Officer (give title below)

4. If Amendment, Date Original (Street)

> Filed(Month/Day/Year) 09/28/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MENOMONEE FALLS, WI 53051-5660

(City)	(State) (A	Table Table	e I - Non-D	erivative Securities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)	Beneficially	(D) or	Beneficial

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

ct icial Indirect (I) Owned Ownership (Instr. 4) Following (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

(D) Price Code V Amount

A 6.45 386,237 (2) D A (1)

Common 09/26/2012 Stock

Common By family I 7,477,420 Stock trusts (3)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

KELLOGG WILLIAM S N56 W17000 RIDGEWOOD DRIVE X MENOMONEE FALLS, WI 53051-5660

Signatures

(Dennis F. Connolly 10/12/2012 P.O.A.)

**Signature of Reporting 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).
- Award of additional restricted stock in lieu of a \$0.32 per share dividend issued by the Company on all Common Stock, which was **(1)** payable September 26, 2012. These shares vest on the same schedule as the underlying restricted shares.
- Includes 1,042 unvested shares of restricted stock. **(2)**
- Mr. Kellogg is not a trustee or beneficiary of any of the family trusts. He disclaims ownership of the trusts' shares for purposes of Section (3) 16 of the Exchange Act and, accordingly, disclaims any obligation to report their transactions.

Remarks:

This Form 4 is being amended solely to reflect the new total in the Trust due to an additional filing reporting a sale by the Trust

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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