

KELLOGG WILLIAM S

Form 4

May 14, 2012

**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

OMB  
Number: 3235-0287  
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Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

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

(Last) (First) (Middle)

**N56 W17000 RIDGEWOOD  
DRIVE**

(Street)

**MENOMONEE  
FALLS, WI 53051-5660**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**KOHL'S Corp [KSS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/10/2012**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                |
|---------------------------------------|---|---|---|--|--|--|---|--------------------------------|
|                                       |   |   | Code                                    | V  | Amount<br>(D)  | Price  |   |                                |
| Common<br>Stock                       | 05/10/2012                              |   | A                                       |  | 1,028  | A <u>(1)</u>   | 486,223 <u>(2)</u>  | D                              |
| Common<br>Stock                       |   |   |   |  |  |  | 8,977,420   | I                              |
|                                       |   |   |   |  |  |  |   | By family<br>trusts <u>(3)</u> |

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  
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SEC 1474  
(9-02)

# Edgar Filing: KELLOGG WILLIAM S - Form 4

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8.                                     |
|---|---|---|---|---|---|--|---|--|
|   |   |   |   | Code                                    | V   | (A)  | (D)   | Amount<br>or<br>Number<br>of<br>Shares |
| Director<br>Stock<br>Options                        | \$ 48.66  | 05/10/2012                              |   | A                                       | 3,969   | 05/10/2013 05/10/2022  | Common<br>Stock   | 3,969                                  |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

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

## Signatures

(Richard D. Schepp  
P.O.A) 05/14/2012

\_\_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) Award of restricted stock under the Company's 2010 Long-Term Compensation Plan. The restricted shares vest in full on the first anniversary of the Grant Date.
- (2) Includes 1,028 unvested shares of restricted stock.
- (3) 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 16 of the Exchange Act and, accordingly, disclaims any obligation to report their transactions.

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.