

SICA FRANK V
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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SICA FRANK V

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD
DRIVE

(Street)

MENOMONEE
FALLS, WI 53051-5660

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KOHLS 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 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 (D)	Price		
Common Stock	05/10/2012		A		1,028	A <u>(1)</u>	13,880 <u>(2)</u>	D
Common Stock							19,628	I
Common Stock							1,000	I
								By spouse and trust <u>(3)</u>
								By children <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

number.

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 (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)	8. Date and Amount of Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Options	\$ 48.66	05/10/2012		A	3,969	05/10/2013	05/10/2022	Common Stock	3,969

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SICA FRANK V N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051-5660	X

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) This amount represents 14,628 shares held for the account of the Reporting Person's spouse and 5,000 shares held by a trust for the Reporting Person's children for which Reporting Person's spouse serves as a trustee. The filing of this report shall not be deemed an admission that Mr. Sica is the beneficial owner of these shares for purposes of Section 16 of the Exchange Act of 1934.
- (4) The filing of this report shall not be deemed an admission that Mr. Sica is the beneficial owner of these shares for purposes of Section 16 of the Exchange Act of 1934.

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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