

KOHL'S CORPORATION
Form 4
May 17, 2010

FORM 4

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

OMB APPROVAL

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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 *
SOMMERHAUSER PETER M

(Last) (First) (Middle)

780 N. WATER STREET

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

KOHL'S CORPORATION [KSS]

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

05/13/2010

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)
Common Stock	05/13/2010		A	929	A <u>(1)</u> 114,697 <u>(2)</u>	D	
Common Stock					84,697	I	By family trusts <u>(3)</u>
Common Stock					15,422	I	By trust for spouse <u>(4)</u>
Common Stock					11,675	I	By spouse <u>(4)</u>

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)	8. Amount or Number of Shares
Director Stock Options	\$ 53.81	05/13/2010		A	2,165	05/13/2011 05/13/2020	Common Shares	2,165

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SOMMERHAUSER PETER M 780 N. WATER STREET MILWAUKEE, WI 53202			X	

Signatures

Richard D. Schepp (pursuant to Power of Attorney previously filed) 05/17/2010

**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 Company's 2010 Long-Term Compensation Plan. The restricted shares vest in full on the first anniversary of the Grant Date.
 - (2) Includes 929 unvested shares of restricted stock.
 - (3) Mr. Sommerhauser 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.
 - (4) The filing of this report shall not be deemed an admission that Mr. Sommerhauser is the beneficial owner of the shares for purposes of Section 16 of the Securities Exchange Act of 1934.

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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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