

MCDONALD WESLEY S
Form 4
April 01, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDONALD WESLEY S

2. Issuer Name and Ticker or Trading Symbol
KOHLS CORPORATION [KSS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
N56 W17000 RIDGEWOOD DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/30/2009

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President, CFO

MENOMONEE FALLS, WI 53051-5660

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
				(A) or (D)	Price		
Common Stock	03/30/2009		A	3,433	A <u>(1)</u>	19,732	D
Common Stock	03/30/2009		A	17,790	A <u>(1)</u>	37,522	D
Common Stock	03/26/2009		F	222 <u>(2)</u>	D \$ 41.63	37,300 <u>(3)</u>	D

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

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SEC 1474 (9-02)

displays a currently valid OMB control 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 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)	Amount or Number of Shares
Employee Stock Options	\$ 41.63	03/30/2009		A	10,300	<u>(4)</u> 03/30/2016	Common Shares	10,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MCDONALD WESLEY S
N56 W17000 RIDGEWOOD DRIVE
MENOMONEE FALLS, WI 53051-5660

Executive Vice President, CFO

Signatures

Richard D. Schepp (pursuant to Power of Attorney previously filed)

04/01/2009

__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 2003 Long-Term Compensation Plan. The restricted shares vest in five equal annual installments on the first through fifth anniversaries of the Grant Date.

(2) Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock under the Company's 2003 Long-Term Compensation Plan.

(3) Includes 27,115 unvested shares of restricted stock.

(4) Exercisable in five equal annual installments on the first through fifth anniversaries of the Grant Date.

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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