

Worthington John M  
Form 4  
November 18, 2009

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Worthington John M

(Last) (First) (Middle)

N56 W17000 RIDGEWOOD  
DRIVE

(Street)

MENOMONEE FALLS, WI 53051

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/16/2009

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Sr. Executive Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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	11/16/2009		M	4,286 A	\$ 44.43 29,845 <sup>(1)</sup>	D	
Common Stock	11/16/2009		M	4,250 A	\$ 46.2 34,095 <sup>(1)</sup>	D	
Common Stock	11/16/2009		M	12,125 A	\$ 42.89 46,220 <sup>(1)</sup>	D	
Common Stock	11/16/2009		S	20,661 D	\$ 56 25,559 <sup>(1)</sup>	D	
Common Stock					1,222	I	Held in Reporting Person's

Common Stock	268	I	401(k) account as of November 16, 2009.  Held in Reporting Person's Employee Stock Ownership Plan account as of November 16, 2009.
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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 44.43	11/16/2009		M	4,286	02/02/2005	02/02/2019	Common Stock	4,286
Employee Stock Option (Right to Buy)	\$ 46.2	11/16/2009		M	4,250	02/23/2006	02/23/2020	Common Stock	4,250
Employee Stock	\$ 42.89	11/16/2009		M	12,125	03/31/2009	03/31/2015	Common Stock	12,125

Option  
(Right to  
Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Worthington John M N56 W17000 RIDGEWOOD DRIVE MENOMONEE FALLS, WI 53051			Sr. Executive Vice President	

## Signatures

Richard D. Schepp (pursuant to power of attorney previously  
filed)

11/18/2009

\_\_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) Includes 22,434 unvested shares of restricted stock. In accordance with SEC rules, this number does not include other forms of securities held, such as vested stock options.
- (2) In accordance with SEC rules, this number reflects only those shares remaining from this particular option grant. Does not include any other securities that may be held, such as shares from other stock option grants.

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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