

Worthington John M
 Form 4
 November 29, 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 *
 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

KOHL'S CORPORATION [KSS]

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

11/24/2010

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)

Sr. Executive Vice President

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 (A) or (D) Price | | |
| Common Stock | 11/24/2010 | | M | | 12,125 A \$ 42.89 | 35,436 | D |
| Common Stock | 11/24/2010 | | S | | 12,125 D \$ 56.9249 | 23,311 | D |
| Common Stock | 11/24/2010 | | M | | 9,700 A \$ 41.63 | 33,011 | D |
| Common Stock | 11/24/2010 | | S | | 9,700 D \$ 56.9249 | 23,311 | D |
| Common Stock | 11/24/2010 | | M | | 4,000 A \$ 41.63 | 27,311 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|------------|-----------------------|---|---|
| Common Stock | 11/24/2010 | S | 4,000 | D | \$ 56.9797 | 23,311 ⁽¹⁾ | D | |
| Common Stock | | | | | | 1,374 | I | Held in Reporting Person's 401(k) account as of November 26, 2010. |
| Common Stock | | | | | | 268 | I | Held in Reporting Person's Employee Stock Ownership Plan account as of November 26, 2010. |

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

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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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 42.89 | 11/24/2010 | | M | 12,125 | 03/31/2009 03/31/2015 | Common Stock | 12,125 | |
| Employee Stock | \$ 41.63 | 11/24/2010 | | M | 9,700 | 03/30/2010 03/30/2016 | Common Stock | 9,700 | |

Option
(Right to
Buy)

Employee
Stock

| | | | | | | | | | |
|-----------------------------|----------|------------|--|---|-------|------------|------------|-----------------|-------|
| Option (Right to Buy) | \$ 41.63 | 11/24/2010 | | M | 4,000 | 03/30/2010 | 03/30/2016 | Common Stock | 4,000 |
|-----------------------------|----------|------------|--|---|-------|------------|------------|-----------------|-------|

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) | 11/29/2010 |
|--|------------|

__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) Includes 17,342 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. 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.