UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended October 28, 2000

OR

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _______________ to _____________

Commission file number 1-11084

KOHL'S CORPORATION
(Exact name of registrant as specified in its charter)

WISCONSIN	39-1630919
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
N56 W17000 Ridgewood Drive, Menomonee Falls, Wisconsin	53051
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (262) 703-7000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 Days.

Yes X No ______

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: December 6, 2000 Common Stock, Par Value $.01 per Share, 331,702,194 shares Outstanding.

KOHL'S CORPORATION
INDEX

KOHL'S CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

	October 28, 2000	January 29, 2000	October 30, 1999
	(Unaudited)	(Audited) (In thousands)	(Unaudited)
Assets			
Current assets:			
Cash and cash equivalents	$ 4,149	$ 12,608	$ 16,066
Short-term investments	-	27,500	20,000
Accounts receivable trade, net	629,971	505,010	294,672
Merchandise inventories	1,325,172	794,439	1,010,965
Deferred income taxes	22,839	22,184	16,449
Other	22,785	11,130	14,580
Total current assets	2,004,916	1,372,871	1,372,732
Property and equipment, net	1,625,679	1,352,956	1,226,585
Other assets	59,939	42,422	37,749
Favorable lease rights	130,575	133,023	140,202
Goodwill	15,838	19,738	21,038
Total assets	$ 3,836,947	$ 2,921,010	$ 2,798,306
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable	$ 485,618	$ 336,432	$ 471,671
Accrued liabilities	142,490	143,784	135,509
Income taxes payable	14,296	63,955	30,068
Short-term debt	225,000	85,000	-
Current portion of long-term debt	16,589	11,589	11,578
Total current liabilities	883,993	640,760	648,826
Long-term debt	825,112	494,993	495,416
Deferred income taxes	79,839	66,482	60,442
Other long-term liabilities	39,188	33,272	32,772
Shareholders' equity			
Common stock -$.01 par value,800,000,000 shares authorized, 331,680,294,326,197,268, and 325,981,040 issued at October 28, 2000, January 29, 2000 and October 30,1999 respectively.	3,317	3,262	3,260
Paid-in capital	896,782	767,179	763,104
Retained earnings	1,108,716	915,062	794,486
Total shareholders' equity	2 ,008,815	1,685,503	1,560,850
Total liability and shareholders' equity	$ 3,836,947	$ 2,921,010	$ 2,798,306

See accompanying Notes to Condensed Consolidated Financial Statements

KOHL'S CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	3 Months (13 Weeks) Ended October 28, 2000	3 Months (13 Weeks) Ended October 30, 1999	9 Months (39 Weeks) Ended October 28, 2000	9 Months (39 Weeks) Ended October 30, 1999
	(in thousands, except per share data)			
Net sales	$ 1,444,929	$ 1,099,852	$ 3,928,955	$ 2,949,611
Cost of merchandise sold	949,609	724,193	2,569,762	1,935,520
Gross margin	495,320	375,659	1,359,193	1,014,091
Operating expenses:				
Selling, general, and administrative	317,790	246,751	891,377	681,653
Depreciation and amortization	31,887	22,060	89,030	60,382
Goodwill amortization	1,300	1,300	3,900	3,900
Preopening expenses	8,365	11,033	30,315	24,088
Operating income	135,978	94,515	344,571	244,068
Interest expense, net	10,981	8,033	29,175	19,653
Income before income taxes	124,997	86,482	315,396	224,415
Provision for income taxes	48,251	33,468	121,742	86,849
Net income	$ 76,746	$ 53,014	$ 193,654	$ 137,566
Earnings per share:				
Basic				
Net income	$ 0.23	$ 0.16	$ 0.59	$ 0.42
Average number of shares	331,196	325,906	329,616	324,145
Diluted				
Net income	$ 0.23	$ 0.16	$ 0.57	$ 0.41
Average number of shares	339,693	335,350	337,587	333,684

See accompanying Notes to Condensed Consolidated Financial Statements

KOHL'S CORPORATION
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited)

	Common Stock Shares	Common Stock Amount	Paid-In Capital	Retained Earnings	Total
			(In thousands)		
Balance at January 29, 2000	326,197	$ 3,262	$ 767,179	$ 915,062	$ 1,685,503
Exercise of stock options	5,483	55	40,412	-	40,467
Income tax benefit tax from exercise of stock options	-	-	89,191	-	89,191
Net income	-	-	-	193,654	193,654
Balance at October 28, 2000	331,680	$ 3,317	$ 896,782	$ 1,108,716	$ 2,008,815

See accompanying Notes to Condensed Consolidated Financial Statements

KOHL'S CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	9 Months (39WeekS) Ended October 28, 2000	9 Months (39Weeks) Ended October 30, 1999

	(In thousands)	
Operating activities		
Net income	$ 193,654	$ 137,566
Adjustments to reconcile net income to net cash (used in) provided by operating activities		
Depreciation and amortization	93,267	64,463
Amortization of debt discount	3,382	38
Deferred income taxes	12,702	4,618
Other noncash charges	3,371	2,291
Income tax benefit from exercise of stock options	89,191	44,906
Changes in operating assets and liabilities:		
Accounts receivable	(124,961)	(22,053)
Merchandise Inventories	(530,733)	(393,603)
Other current assets	(11,655)	(3,889)
Accounts payable	149,186	253,686
Accrued and other long-term liabilities	1,674	22,397
Income taxes	(49,659)	(18,504)
Net cash (used in) provided by operating activities	(170,581)	91,916
Investing activities		
Acquisition of property and equipment and favorable lease rights, net	(353,926)	(483,844)
Proceeds from sale of assets	-	4,350
Sale of short-term investments. net	27,500	6,736
Other	(16,543)	(14,220)
Net cash used in investing activities	(342,969)	(486,978)
Financing activities		
Proceeds from short-term debt	140,000	-
Net borrowings (repayments) under credit facilities	24,000	(1,600)
Proceeds from debt offering, net	319,379	197,258
Payments of long-term debt and capital lease obligations	(11,642)	(1,147)
Payment of financing fees on debt	(7,113)	(1,84O)
Net proceeds from issuance of common shares	40,467	215,599
Net cash provided by financing activities	505,091	408,270
Net (decrease) increase in cash and cash equivalents	(8,459)	13,208
Cash and cash equivalents at beginning of period	12,608	2,858
Cash and cash equivalents at end of period	$ 4,149	$ 16,066

See accompanying Notes to Condensed Consolidated Financial Statements

KOHL'S CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

The accompanying financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for fiscal year end financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. For further information, refer to the financial statements and footnotes thereto included in the Company's Form 10-K (Commission File No. 1-11084) filed with the Securities and Exchange Commission.

Shareholders' equity, share and per share amounts for all periods presented have been adjusted for the 2 for 1 stock split declared by the Company's Board of Directors on March 6, 2000, effected in the form of a stock dividend.

2. Reclassifications

Certain reclassifications have been made to the prior periods financial statements to conform to the fiscal 2000 presentation.

3. Merchandise Inventories

The Company uses the last-in, first out (LIFO) method of accounting for merchandise inventory because it results in a better matching of cost and revenues. The following information is provided to show the effects of the LIFO provision on each quarter, as well as to provide users with the information to compare to other companies not on LIFO.

	LIFO Expense	
	9 Months Ended	
Quarter	October 28, 2000	October 30, 1999
	(In Thousands)	
First	$1,844	$1,363
Second	1,884	1,409
Third	2,168	1,651
Total	$5,896	$4,423

Inventories would have been $8,879,000, $2,983,000 and $6,344,000 higher at October 28, 2000, January 29, 2000 and October 30, 1999, respectively, if they had been valued using the first-in, first-out (FIFO) method.

4. Debt

On June 12 and June 29, 2000, the Company issued $554.4 million aggregate principal amount of Liquid Yield Option Subordinated Notes (LYONs) due June 12, 2020. The zero coupon LYONs were issued at a discount to yield an effective interest rate of 2.75% per year and are subordinated to all existing and future senior indebtedness of the Company. Net proceeds, excluding expenses, were approximately $319.4 million. Each LYON is convertible at the holder's option, at any time, into 7.156 shares of the Company's common stock. The debt is callable by the Company beginning June 12, 2003 for cash (issue price and all accreted original issue discount). The holders of the securities can "put" the LYONs back to the Company after three years and ten years during specified 30-day windows at specified amounts reflective of the accretion of the original issue discount. The Company has the option to redeem these putted securities for either cash or the Company's common stock, or any combination thereof.

5. Contingencies

The Company is involved in various legal matters arising in the normal course of business. In the opinion of management, the outcome of such proceedings and litigation will not have a material adverse impact on the Company's financial position or results of operations.

6. Net Income Per Share

The numerator for the calculation of basic and diluted net income per share is net income. The denominator is summarized as follows (in thousands):

	3 Months Ended		9 Months Ended	
	October 28, 2000	October 30, 1999	October 28, 2000	October 30, 1999
Denominator for basic				

earnings per share -weighted average shares	331,196	325,906	329,616	324,145
Employee stock options	8,497	9,444	7,971	9,539
Denominator for diluted earnings per share	339,693	335,350	337,587	333,684

MANAGEMENT'S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

THREE MONTHS AND NINE MONTHS ENDED OCTOBER 28, 2000

Results of Operations

At October 28, 2000, the Company operated 320 stores compared with 257 stores at the same time last year. During the quarter, the Company opened 22 new stores. In August, Kohl's opened eight new stores: two stores in Chicago, IL; two stores in Denver, CO; and additional stores in Dallas/Fort Worth, TX; Harrisburg, PA; Pittsburgh, PA; and a store in Neenah, WI. In October, the Company opened 14 stores entering Tulsa, OK with three stores and Flint, MI with one store. In addition, it added three stores on Long Island, two stores in Denver and one store each in Chicago, Detroit, St. Louis, Philadelphia and Winston/Salem increasing the total number of new store openings for 2000 to 61.

In fiscal 2001, Kohl's plans to open 55-60 new stores, including approximately 34 in the first quarter of the year. Key plans for the first quarter of fiscal 2001 include entering the Atlanta market with 15 stores; continued expansion in the Northeast with the opening of four stores in the Hartford/New Haven, CT market, entry into Arkansas with three stores and opening additional stores in the Midwest and Mid-Atlantic markets.

Net sales increased $345.0 million or 31.4% to $1,444.9 million for the three months ended October 28, 2000 from $1,099.9 million for the three months ended October 30, 1999. Of the increase, $247.5 million is attributable to the inclusion of 28 new stores opened in 1999 and 61 new stores opened in 2000. The remaining $97.5 million is attributable to comparable store sales growth of 9.4%.

Net sales increased $979.4 million or 33.2% to $3,929.0 million for the nine months ended October 28, 2000 from $2,949.6 million for the nine months ended October 30, 1999. Of the increase, $771.5 million is attributable to the inclusion of 46 new stores opened in 1999 and 61 new stores opened in 2000. The remaining $207.9 million is attributable to comparable stores sales growth of 7.6%.

Gross margin for the three months ended October 28, 2000 was 34.3% compared to 34.2% for the three months ended October 30, 1999. Gross margin for the nine months ended October 28, 2000 was 34.6% compared to 34.4% for the nine months ended October 30, 1999. These increases are primarily attributable to the mix of merchandise sold.

Selling, general and administrative expenses declined to 22.0% of net sales for the three months ended October 28, 2000 from 22.4% of net sales for the three months ended October 30, 1999. Selling, general and administrative expenses for the nine months ended October 28, 2000 declined to 22.7% of net sales from 23.1% for the nine months ended October 30, 1999. The decrease was a result of leverage achieved on the increase in net sales.

Depreciation and amortization for the three months ended October 28, 2000 was $33.2 million compared to $23.4 million for the three months ended October 30, 1999. Depreciation and amortization for the nine months ended October 28, 2000 was $92.9 million compared to $64.3 million for the nine months ended October 30, 1999. These increases are primarily attributable to capital spending related to new store openings.

Preopening expense for the three months ended October 28, 2000 was $8.4 million compared to $11.0 million for the three months ended October 30, 1999. The decrease is primarily due to a decrease in the number of new stores opened. Preopening expense for the nine months ended October 28, 2000 was $30.3 million compared to $24.1 million for the nine months ended October 30, 1999. The increase is primarily due to an increase in the number of new stores opened. Preopening expenses relate to the costs associated with new store openings, including advertising, hiring and training costs for new employees, and processing and transporting initial merchandise.

As a result of the above factors, operating income for the three months ended October 28, 2000, increased $41.5 million or 43.9% over the three months ended October 30, 1999. Operating income for the nine months ended October 28, 2000, increased $100.5 million or 41.2% over the nine months ended October 30, 1999.

Net interest expense for the three months ended October 28, 2000 increased $2.9 million from the three months ended October 30, 1999. Net interest expense for the nine months ended October 28, 2000 increased $9.5 million from the nine months ended October 30, 1999. The increase was primarily attributable to the interest accrued for the $554.4 million aggregate principal amount, of Liquid Yield Option Subordinated Notes issued in June, 2000.

For the three months ended October 28, 2000, net income increased 44.8% to $76.7 million from $53.0 million in the three months ended October 30, 1999. Earnings were $0.23 per diluted share for the three months ended October 28, 2000 compared to $0.16 per diluted share for the three months ended October 30, 1999. Net income for the nine months ended October 28, 2000 increased 40.8% to $193.7 million or $0.57 per diluted share from $137.6 million or $0.41 per diluted share for the nine months ended October 30, 1999.

Seasonality & Inflation

The Company's business, like that of most retailers, is subject to seasonal influences, with the major portion of sales and income realized during the last half of each fiscal year, which includes the back-to-school and holiday seasons. Approximately 17% and 30% of sales occur during the back-to-school and holiday seasons, respectively. Because of the seasonality of the Company's business, results for any quarter are not necessarily indicative of the results that may be achieved for a full fiscal year. In addition, quarterly results of operations depend significantly upon the timing and amount of revenues and costs associated with the opening of new stores.

The Company does not believe that inflation has had a material effect on the results during the periods presented. However, there can be no assurance that the Company's business will not be affected in the future.

Financial Condition and Liquidity

The Company's primary ongoing cash requirements are for seasonal and new store inventory purchases, growth in credit card accounts receivable, and for capital expenditures in connection with the Company's expansion and remodeling programs. The Company's primary sources of funds for its business activities are cash flow from operations, financing secured by its proprietary credit card accounts receivable, borrowings under its revolving credit facility and short-term trade credit. Short-term trade credit, in the form of extended payment terms for inventory purchases or third party factor financing, represents a significant source of financing for merchandise inventories. The Company's working capital and inventory levels typically build throughout the fall, peaking during the holiday selling season.

The Company's working capital increased to $1,120.9 million at October 28, 2000 from $732.1 million at January 29, 2000 and from $723.9 million at October 30, 1999. The increase in working capital was primarily attributable to an increase in inventory partially offset by accounts payable and an increase in accounts receivable.

The Company's merchandise inventories increased $530.7 million over the January 29, 2000 balance and $314.2 million over the October 30, 1999 balance. These increases reflect the purchase of fall inventory as well as inventory for new stores. Accounts payable increased $149.2 million from January 29, 2000 and $13.9 million from the October 30, 1999 balance. Fluctuations in the level of accounts payable are primarily attributable to the timing and number of new store openings and invoice dating arrangements with vendors.

The Company's accounts receivable increased $335.3 million over the October 30, 1999 balance. The increase is attributable to an increase in proprietary credit card sales and a change in the structure of the transaction related to financing secured by proprietary credit card accounts receivable. Prior to December 1999, the Company financed accounts receivable off-balance sheet and, accordingly, the amount sold at October 30, 1999 was reflected as a reduction of the accounts receivable balance. The structure of the transaction met the true sale requirements of SFAS No. 125, "Accounting for Transfer and Servicing of Financial Assets and Extinguishments of Liabilities." Subsequent to December 1999,the accounts receivable financing transaction no longer met the true sale requirements of SFAS No. 125. Accordingly, the proceeds are included in the ending receivable balance, and the debt is reflected as short term debt on the balance sheet.

The following table provides a comparison of accounts receivable and receivables financed.

	October 28, 2000	January 29, 2000	October 30, 1999
Net accounts receivable	$629,971	$505,010	$ 474,672
Receivables off-balance sheet	-	-	(180,000)
Net accounts receivable on-balance sheet	$629,971	$505,010	$ 294,672
Short-term debt secured by accounts receivable	$225,000	$ 85,000	$ -

Cash used in operating activities was $170.6 million for the nine months ended October 28, 2000 compared to cash provided by operating activities of $91.9 million for the nine months ended October 30, 1999. Excluding changes in operating assets and liabilities, cash provided by operating activities was $395.6 million for the nine months ended October 28, 2000 compared to $253.9 million for the nine months ended October 30, 1999.

Capital expenditures for the nine months ended October 28, 2000 were $353.9 million compared to $483.8 million for the same period a year ago. The decrease in expenditures in 2000 is primarily attributable to the timing of spending related to new stores.

Total capital expenditures for fiscal 2000 are currently expected to range between $475-$500 million. The actual amount of the Company's future annual capital expenditures will depend primarily on the number of new stores opened, whether such stores are owned or leased by the Company and the number of existing stores remodeled or refurbished.

In June 2000, the Company issued $554.4 million, aggregate principal amount, of Liquid Yield Option Subordinated Notes (LYONs). The LYONs mature on June 12, 2020. The zero coupon LYON's were issued at a discount to yield an effective interest rate of 2.75% per year and are subordinated to all existing and future senior indebtedness of the Company. Net proceeds, excluding expenses, were approximately $319.4 million. Each LYON is convertible at any time, into 7.156 shares of the Company's common stock. The debt is callable by the Company beginning June 12, 2003 for cash. The holders of securities can "put" the LYONs back to the Company after three and ten years. The proceeds were initially used to pay off borrowings under the Company's outstanding revolving credit facility and accounts receivable program. Additionally, the proceeds were used to fund general corporate purposes, including store expansion.

The Company anticipates that it will be able to satisfy its current operating needs, planned capital expenditures and debt service requirements with current working capital, cash flows from operations, $225 million of available financing secured by its proprietary credit card accounts receivable, seasonal borrowings under its $300 million revolving credit facility, short-term trade credit and other sources of financing.

Forward Looking Statements

Item 2 of this form 10-Q, "Management's Discussion and Analysis of Financial Conditions and Results of Operations" contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, without limitation, statements regarding sales, earnings, growth and capital expenditures plans and capital requirements. Such statements are subject to certain risks and uncertainties which could cause Kohl's actual results to differ materially from those anticipated by the forward-looking statements. These factors include but are not limited to: competition, fluctuations in consumer demand, seasonal business

trends, economic conditions, government activities, conditions affecting the availability, acquisition, development and ownership of real estate and other factors as may periodically be described in Kohl's filings with the SEC. No assurance can be given that the future results covered by the forward-looking statements will be achieved.

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

12.1 Statement regarding calculation of ratio of earnings to fixed charges.

27.1 Financial Data Schedule - Article 5 of Regulation S-X, nine months ended October 28, 2000.

27.2 Financial Data Schedule - Article 5 of Regulation S-X, nine months ended October 30, 1999 (restated).

b) Reports on Form 8-K

There were no reports on Form 8-K filed for three months ended October 28, 2000.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Kohl's Corporation
(Registrant)

Date: December 8, 2000 /s/ R. Lawrence Montgomery

R. Lawrence Montgomery
Chief Executive Officer

Date: December 8, 2000 /s/ Arlene Meier

Arlene Meier
Chief Operating Officer

Exhibit 12.1

Kohl's Corporation
Ratio of Earnings to Fixed Charges
($000s)

	39 Weeks Ended Oct 28, 2000	39 Weeks Ended Oct 30, 1999	Fiscal Year (1) 1998	Fiscal Year (1) 1997	Fiscal Year (1) 1996	Fiscal Year (1) 1995
Earnings						
Income before income taxes and extraordinary items	$315,396	$224,415	$316,749	$235,063	$171,368	$122,729
Fixed charges (3)	75,041	59,672	63,135	57,446	42,806	30,649
Less interest capitalized during period	(2,424)	(2,651)	(1,878)	(2,043)	(2,829)	(1,287)
	$388,013	$281,436	$378,006	$290,466	$211,345	$152,091
Fixed Charges						
Interest (expensed or capitalized) (3)	$ 32,219	$ 24,044	$ 24,550	$ 26,304	$ 20,574	$ 14,774
Portion of rent expense representative of interest	42,485	35,447	38,385	30,798	22,031	15,798
Amortization of deferred financing fees	337	181	200	344	201	77
	$ 75,041	$ 59,672	$ 63,135	$ 57,446	$ 42,806	$ 30,649
Ratio of earnings to fixed charges	5.17	4.72	5.99	5.06	4.94	4.96 (2)

(1) Fiscal 1998, 1997 and 1996 are 52 week years and fiscal 1995 is a 53 week year.
(2) Excluding the credit operations non-recurring expense of $14,052, the ratio of earnings to fixed charges would be 5.40.
(3) Interest expense for fiscal 1997, 1996, and 1995 has been restated to properly reflect interest expense included on the Condensed Consolidated Statements of Income.

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