

FIFTH PROSPECTUS SUPPLEMENT DATED OCTOBER 24, 2000
 (to prospectus dated September 12, 2000)

\$551,450,000

KOHL'S

Liquid Yield OptionT Notes (Zero Coupon - Subordinated) due 2020
 and
 The Common Stock Issuable Upon Conversion of the LYONs

ADDITIONAL SELLING SECURITYHOLDERS (6)

The following represents additional selling securityholders for the table on pages 26-34 of the prospectus dated September 12, 2000.

Name and Address	Principal Amount at Maturity of LYONs	Percentage of LYONs Outstanding	Number of Shares of Common Stock That May Be Sold (1)	Percentage Common Stock Outstanding (2)
Pilgrim Convertible Fund 7337 E. Doubletree Ranch Road Scottsdale, AZ 85258	\$ 3,847,000	*	27,529	*
GLG Market Neutral Fund c/o GLG Partners 1 Broadgate, London EC2M7HA	\$20,000,000	3.63%	143,120	*

*Less than 1%.

- (1) Assumes conversion of all of the holder's LYONs at a conversion rate of 7.156 shares of common stock per \$1,000 principal amount at maturity of the LYONs. However, this conversion rate will be subject to adjustment as described under "Description of LYONs - Conversion Rights." As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(1)(i) of the Exchange Act using 329,669,427 shares of common stock outstanding as of May 26, 2000. In calculating this amount, we treated as outstanding that number of shares of common stock issuable upon conversion of all of that particular holder's LYONs. However, we did not assume the conversion of any other holder's LYONs.
- (6) Total principal amount of selling securityholders listed is more than \$551,450,000 because certain of the selling securityholders may have transferred LYONs pursuant to Rule 144A or otherwise reduced their position prior to selling pursuant to this Registration Statement. The maximum principal amount of LYONs that may be sold under this prospectus will not exceed \$551,450,000.