

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Kelroy Jason J.</u>  (Last) (First) (Middle) N56 W17000 RIDGEWOOD DRIVE  (Street) MENOMONEE WI 53051 FALLS  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>KOHL'S Corp [ KSS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr.EVP,Gen. Counsel,Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/15/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	09/15/2020		F		2,085 <sup>(1)</sup>	D	\$23.37	48,482	D	
Common Stock	09/15/2020		A		86,468 <sup>(2)</sup>	A	\$0	134,950 <sup>(3)</sup>	D	

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

**Explanation of Responses:**

- Represents shares used to satisfy tax withholding obligation upon vesting of restricted stock issued in 2015 pursuant to the Company's Long Term Compensation Plan and awarded to Mr. Kelroy prior to his August 16, 2020 promotion to Senior Executive Vice President, General Counsel & Corporate Secretary.
- Award of restricted stock pursuant to the Company's 2017 Long-Term Compensation Plan. These time-vested restricted shares vest in five equal annual installments on the first through fifth anniversaries of the grant date. Consistent with past practices, the Company granted these shares effective September 15, 2020, upon Mr. Kelroy's promotion to Senior Executive Vice President, General Counsel & Corporate Secretary on August 16, 2020.
- Includes 109,915 unvested shares of restricted stock.

By Elizabeth McCright, 09/17/2020  
P.O.A.  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.