

As filed with the Securities and Exchange Commission on September 5, 1997

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-3
REGISTRATION STATEMENT
Under
The Securities Act of 1933

KOHL'S CORPORATION
(Exact Name of Registrant as Specified in Charter)

Wisconsin
(State or other
jurisdiction
of incorporation
or organization)

39-1630919
(I.R.S. Employer
Identification No.)

N56 W17000 Ridgewood
Drive
Menomonee Falls,
Wisconsin 53051
(414) 703-7000

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

William S. Kellogg
N56 W17000 Ridgewood Drive
Menomonee Falls, Wisconsin 53051
(414) 703-7000

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies of all communications to:

Peter M. Sommerhauser Godfrey & Kahn, S.C. 780 North Water Street Milwaukee, Wisconsin 53202 (414) 273-3500	Jerry Elliott Shearman & Sterling 599 Lexington Avenue New York, New York 10022 (414) 848-4000
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The Registrant hereby withdraws from registration 19,700 shares of its common stock, par value \$.01 per share ("Common Stock") out of a total of 5,290,000 shares of its Common Stock previously registered pursuant to this Registration Statement (the "Initial Registration Statement") and the Registration Statement on Form S-3 (Reg. No. 333-33695) (the "Supplemental Registration Statement" and, together with the Initial Registration Statement, the "Registration Statement") filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of those shares of Common Stock not sold on or before the date of this Post-Effective Amendment No. 1 to the Registration Statement. The shares were included in the Underwriters' over-allotment option, which was not exercised in full.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to the Registration Statement on Form S-3 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Menomonee Falls, State of Wisconsin, on September 5, 1997.

KOHL'S CORPORATION

By: /s/ Arlene Meier

Arlene Meier
Executive Vice
President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration Statement has been signed by the following persons in the capacities and on the date indicated:

/s/ William S. Kellogg

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William S. Kellogg
Chairman, Chief Executive
Officer and Director

Jay H. Baker
President and Director

*

*

John F. Herma
Chief Operating Officer
and Director

R. Lawrence Montgomery
Vice Chairman and
Director

/s/ Arlene Meier

*

Arlene Meier, Executive
Vice President and Chief
Financial Officer
(Principal Financial and
Accounting Officer)

James D. Ericson
Director

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Frank V. Sica
Director

Herbert Simon
Director

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Peter M. Sommerhauser
Director

R. Elton White
Director

* Executed on September 5, 1997, pursuant to a power of attorney previously filed.

/s/ William S. Kellogg

William S. Kellogg