

SECURITIES AND EXCHANGE COMMISSION

FORM 11-K

Annual report of employee stock purchase, savings and similar plans

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FILER

KOHL'S CORPORATION

CIK: **885639** | IRS No.: **391630919** | State of Incorporation: **WI** | Fiscal Year End: **0130**
Type: **11-K** | Act: **34** | File No.: **001-11084** | Film No.: **99670899**
SIC: **5311** Department stores

Mailing Address
*N54 W13600 WOODALE DR
MENOMONEE FALLS WI
53051*

Business Address
*N56 W17000 RIDGEWOOD DR
MENOMONEE FALLS WI
53051
4147835800*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended January 30, 1999

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from _____ to _____

Commission file number 1-11084

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Kohl's Department Stores, Inc. Savings Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Kohl's Corporation
N56 W17000 Ridgewood Drive
Menomonee Falls, WI 53051

1

REQUIRED INFORMATION

1. Not Applicable.
2. Not Applicable
3. Not Applicable
4. The Kohl's Department Stores, Inc. Savings Plan (the Plan) is subject to the requirements of the Employee Retirement Income Security Act of 1974 ("ERISA"). Attached hereto is a copy of the most recent financial statements and schedules of the Plan prepared in accordance with the financial reporting requirements of ERISA.

Exhibits

24. Consent of Independent Auditors

2

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

Date: July 26, 1999

By: /s/ Arlene Meier

Arlene Meier
Administrative Committee Member

Kohl's Department Stores, Inc.
Savings Plan

Financial Statements
and Supplemental Schedules

Years ended January 30, 1999 and January 31, 1998

Contents

Report of Independent Auditors..... 1

Financial Statements

Statements of Net Assets Available for Benefits, with Fund Information..... 2

Statements of Changes in Net Assets Available for Benefits,
with Fund Information..... 4

Notes to Financial Statements..... 6

Supplemental Schedules

Line 27(a) - Schedule of Assets Held for Investment Purposes..... 10

Line 27(d) - Schedule of Reportable Transactions..... 11

Report of Independent Auditors

Plan Administrator
Kohl's Department Stores, Inc. Savings Plan

We have audited the accompanying statements of net assets available for benefits of Kohl's Department Stores, Inc. Savings Plan as of January 30, 1999 and January 31, 1998, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at January 30, 1999 and January 31, 1998, and the changes in its net assets available for benefits for the years then ended, in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of assets held for investment purposes as of January 30, 1999, and reportable transactions for the year then ended, are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The Fund Information in the statements of net assets available for benefits and the statements of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules and Fund Information have been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, are fairly stated in material respects in relation to the basic financial statements taken as a whole.

Kohl's Department Stores, Inc.
Savings Plan

Statements of Net Assets Available for Benefits, with Fund Information

<TABLE>

<CAPTION>

January 30, 1999						
	Stock Fund	Balance Fund	Stable Income Fund	Company Stock Fund	Templeton Foreign Fund	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Investments, at fair value:						
William Blair Growth Fund	\$46,673,952	\$ -	\$ -	\$ -	\$ -	\$ 46,673,952
Masterworks Asset Allocation Fund	-	26,495,622	-	-	-	26,495,622
Stable Value Fund	-	-	13,398,240	-	-	13,398,240
Kohl's Corporation Common Stock	-	-	-	37,170,631	-	37,170,631
Templeton Foreign Fund	-	-	-	-	1,161,760	1,161,760
Bank of America Short-Term Investment Fund	6,182	1,994	-	28,649	9,786	46,611
Total investments	46,680,134	26,497,616	13,398,240	37,199,280	1,171,546	124,946,816
Receivables:						
Interest and dividends	381	24,402	5	362	93	25,243
Company contribution	861,094	421,748	2,003,561	379,412	19,673	3,685,488
Participants' contribution	370,017	198,907	106,014	176,194	31,284	882,416
Total receivables	1,231,492	645,057	2,109,580	555,968	51,050	4,593,147
Total assets	47,911,626	27,142,673	15,507,820	37,755,248	1,222,596	129,539,963
Liabilities -						
Accrued purchases	-	24,185	-	19,976	-	44,161
Net assets available for benefits	\$47,911,626	\$27,118,488	\$15,507,820	\$37,735,272	\$1,222,596	\$129,495,802

</TABLE>

2

<TABLE>

<CAPTION>

January 31, 1998					
Stock Fund	Balance Fund	Stable Income Fund	Company Stock Fund	Templeton Foreign Fund	Total
<S>	<C>	<C>	<C>	<C>	<C>
\$31,226,772	\$ -	\$ -	\$ -	\$ -	\$31,226,772
-	17,597,785	-	-	-	17,597,785
-	-	10,896,653	-	-	10,896,653
-	-	-	17,865,381	-	17,865,381
-	-	-	-	1,032,358	1,032,358
-	-	-	856	-	856
31,226,772	17,597,785	10,896,653	17,866,237	1,032,358	78,619,805
198	28,842	42	262	17	29,361
915,378	435,002	1,332,037	412,144	24,026	3,118,587
359,404	190,488	118,366	168,703	26,936	863,897
1,274,980	654,332	1,450,445	581,109	50,979	4,011,845

 \$32,501,752 \$18,252,117 \$12,347,098 \$18,447,346 \$1,083,337 \$82,631,650
 =====

</TABLE>

See accompanying notes.

Kohl's Department Stores, Inc.
 Savings Plan

Statements of Changes in Net Assets Available for Benefits,
 with Fund Information

Year ended January 30, 1999

<TABLE>

<CAPTION>

	Stock Fund	Balance Fund	Stable Income Fund	Company Stock Fund	Templeton Foreign Fund	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Additions:						
Net realized and unrealized appreciation (depreciation) in fair value of investments	\$ 7,319,725	\$ 2,637,969	\$ 743,586	\$17,385,525	\$ (195,856)	\$ 27,890,949
Interest and dividend income	3,431,313	2,819,158	15	4,824	127,074	6,382,384
Net investment income (loss)	10,751,038	5,457,127	743,601	17,390,349	(68,782)	34,273,333
Contributions:						
Company	2,093,997	1,098,845	2,320,878	946,846	127,824	6,588,390
Participants	3,947,660	2,076,771	1,184,873	1,868,299	322,984	9,400,587
Rollovers	824,594	784,588	279,733	486,792	130,153	2,505,860
Total contributions	6,866,251	3,960,204	3,785,484	3,301,937	580,961	18,494,837
Total additions	17,617,289	9,417,331	4,529,085	20,692,286	512,179	52,768,170
Deductions						
Benefit and withdrawal payments	2,388,840	1,182,038	1,009,152	1,257,485	66,503	5,904,018
Transfers between funds	181,425	631,078	(359,211)	(146,875)	(306,417)	-
Increase in net assets available for benefits	15,409,874	8,866,371	3,160,722	19,287,926	139,259	46,864,152
Net assets available for benefits at beginning of year	32,501,752	18,252,117	12,347,098	18,447,346	1,083,337	82,631,650
Net assets available for benefits at end of year	\$47,911,626	\$27,118,488	\$15,507,820	\$37,735,272	\$1,222,596	\$129,495,802

</TABLE>

See accompanying notes.

Kohl's Department Stores, Inc.
 Savings Plan

Statements of Changes in Net Assets Available for Benefits,
 with Fund Information (continued)

Year ended January 31, 1998

<TABLE>

<CAPTION>

	Stock Fund	Balance Fund	Stable Income Fund	Company Stock Fund	Templeton Foreign Fund	Total
-----	-----	-----	-----	-----	-----	-----

<S>	<C>	<C>	<C>	<C>	<C>	<C>
Additions:						
Net realized and unrealized appreciation (depreciation) in fair value of investments	\$ 2,808,834	\$ 875,238	\$ 636,930	\$ 7,204,790	\$ (154,326)	\$11,371,466
Interest and dividend income	1,529,474	2,127,043	64	4,011	103,226	3,763,818
Net investment income (loss)	4,338,308	3,002,281	636,994	7,208,801	(51,100)	15,135,284
Contributions:						
Company	1,662,785	834,775	1,577,055	730,766	64,316	4,869,697
Participants	3,892,839	1,969,527	1,280,473	1,737,463	200,920	9,081,222
Rollovers	704,123	389,334	158,957	311,626	123,346	1,687,386
Total contributions	6,259,747	3,193,636	3,016,485	2,779,855	388,582	15,638,305
Total additions	10,598,055	6,195,917	3,653,479	9,988,656	337,482	30,773,589
Deductions						
Benefit and withdrawal payments	2,015,977	1,031,803	1,165,269	912,725	9,988	5,135,762
Transfers between funds	144,666	526,251	(1,840,942)	414,182	755,843	-
Increase in net assets available for benefits	8,726,744	5,690,365	647,268	9,490,113	1,083,337	25,637,827
Net assets available for benefits at beginning of year	23,775,008	12,561,752	11,699,830	8,957,233	-	56,993,823
Net assets available for benefits at end of year	\$32,501,752	\$18,252,117	\$12,347,098	\$18,447,346	\$1,083,337	\$82,631,650

</TABLE>

See accompanying notes.

5

Kohl's Department Stores, Inc.
Savings Plan

Notes to Financial Statements
January 30, 1999

1. Description of Plan

The Kohl's Department Stores, Inc. Savings Plan (the Plan) is a defined contribution plan covering all employees of Kohl's Department Stores, Inc. (the Company) with greater than 750 hours of service in any calendar year. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Participants should refer to the "Savings Plan Handbook" for a description of the Plan.

2. Summary of Significant Accounting Policies

Valuation of Investments

Investments in Kohl's Corporation common stock, the William Blair Growth Fund, the Masterworks Asset Allocation Fund and the Templeton Foreign Fund are valued at fair value as established by quoted market prices. The Stable Value Fund and the Bank of America Short-Term Investment Fund are valued at fair value based on the redemption prices established by Bank of America Trust Company.

Investment Options

The Plan is intended to satisfy the requirements under Section 404(c) of ERISA and, therefore, provides that participants may choose to direct their contributions and/or all or part of their account balances among any of the Plan's five investment alternatives quarterly.

Contributions

Contributions from the Company are accrued for in accordance with the terms of the Plan. Participant contributions are recorded in the period the Company makes corresponding payroll deductions.

Expenses

Expenses related to the administration of the Plan are paid by the Company.

6

Kohl's Department Stores, Inc.
Savings Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Plan Year

The Plan's fiscal year ends on the Saturday closest to January 31.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts in the financial statements. Actual results could differ from those estimates.

3. Contributions and Benefit and Withdrawal Payments

Eligible participants may make voluntary tax-deferred contributions up to a total of 15% of their base compensation (as defined), subject to certain statutory limits. Participant contributions made with tax-deferred dollars under Section 401(k) of the Internal Revenue Code (IRC) are excluded from the participant's current wages for federal income tax purposes. No federal income tax is paid on the tax-deferred contributions and growth thereon until the participant withdraws them from the Plan. The participant's contribution rate may be adjusted at the discretion of the plan administrator if a reduced rate is necessary to maintain Section 401(k) benefits. The Company matching contribution is equal to 33 1/3% of each participant's contribution, up to a maximum of 2% of the participant's base compensation. The Plan also provides for additional Company contributions based on the discretion of the Company's Board of Directors.

All voluntary contributions made by a participant are fully vested. The Company's matching contribution is 100% vested after five years of credited service.

Upon termination, the nonvested portion of any participant account is forfeited. Forfeitures are applied to reduce Company contributions.

Retired participants' and total and permanently disabled participants' vested benefits are distributed, at the discretion of the participant, in a lump-sum payment or in periodic equal installments over a period not exceeding the lesser of ten years or the life expectancy of the participant. Terminated participants' and deceased participants' vested benefits are distributed in a lump-sum payment.

7

Kohl's Department Stores, Inc.
Savings Plan

Notes to Financial Statements (continued)

3. Contributions and Benefit and Withdrawal Payments (continued)

Participants may withdraw, at any time, upon substantial financial hardship (as defined), any portion of the balance in their account which is attributable to their voluntary tax-deferred contributions and earnings. Participants are prohibited from making contributions to the Plan for twelve months following receipt of a hardship withdrawal.

4. Investments

Investments that represent 5 percent or more of the Plan's net assets are as follows:

<TABLE>

<CAPTION>

	January 30, 1999	January 31, 1998
	-----	-----
<S>	<C>	<C>
William Blair Growth Fund	\$46,673,952	\$31,226,772
Masterworks Asset Allocation Fund	26,495,622	17,597,785
Stable Value Fund	13,398,240	10,896,653
Kohl's Corporation Common Stock	37,170,631	17,865,381

</TABLE>

5. Differences Between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

<TABLE>
<CAPTION>

	January 30, 1999	January 31, 1998
<S>	<C>	<C>
Net assets available for benefits per the financial statements	\$129,495,802	\$82,631,650
Amounts allocated to withdrawn participants	(2,040,381)	(4,908,030)
Net assets available for benefits per the Form 5500	\$127,455,421	\$77,723,620

</TABLE>

6. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

8

Kohl's Department Stores, Inc.
Savings Plan

Notes to Financial Statements (continued)

7. Income Tax Status

The Internal Revenue Service ruled (March 12, 1998) that the Plan qualifies under Section 401(a) of the IRC and is, therefore, not subject to tax under present income tax law. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Administrative Committee is not aware of any course of action or series of events that have occurred that might adversely affect the Plan's qualified status.

8. Year 2000 (Unaudited)

The Company has developed a plan to modify its internal information technology to be ready for the Year 2000 and has begun converting critical data processing systems. The project also includes determining whether third-party service providers have reasonable plans in place to become Year 2000 compliant. The Company currently expects the project to be substantially complete by October 1999. The Company does not expect this project to have a significant effect on Plan operations.

9

Kohl's Department Stores, Inc.
Savings Plan

Employer Identification Number 13-3357362
Plan Number 002

Line 27(a) - Schedule of Assets Held for Investment Purposes

January 30, 1999

<TABLE>
<CAPTION>

Description	Number of Shares/Units	Cost	Current Value
<S>	<C>	<C>	<C>
William Blair Growth Fund	2,513,406	\$34,526,386	\$ 46,673,952
Masterworks Asset Allocation Fund	1,813,527	21,989,840	26,495,622
Stable Value Fund	664,833	11,760,817	13,398,240
Kohl's Corporation Common Stock*	548,644	11,823,152	37,170,631
Templeton Foreign Fund	140,819	1,448,833	1,161,760
Bank of America Short-Term Investment Fund*	46,611	46,611	46,611
		\$81,595,639	\$124,946,816

</TABLE>

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*represents a party-in-interest to the Plan.

10

Kohl's Department Stores, Inc.
Savings Plan
Employer Identification Number 13-3357362
Plan Number 002

Line 27(d) - Schedule of Reportable Transactions

Year ended January 30, 1999

<TABLE>
<CAPTION>

Identity of Party Involved	Description of Assets	Selling Price	Purchase Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)

Category (iii)--Series of security transactions in excess of 5 percent of plan assets						
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Bank of America Short-Term Investment Fund	Mutual fund	\$16,578,292	\$ -	\$16,578,292	\$16,578,292	\$ -
Bank of America Short-Term Investment Fund	Mutual fund	-	16,624,047	16,624,047	16,624,047	-
William Blair Growth Fund	Mutual fund	2,371,491	-	1,829,971	2,371,491	541,520
William Blair Growth Fund	Mutual fund	-	10,498,946	10,498,946	10,498,946	-
Masterworks Asset Allocation Fund	Mutual fund	938,903	-	785,884	938,903	153,019
Masterworks Asset Allocation Fund	Mutual fund	-	7,198,771	7,198,771	7,198,771	-
Kohl's Corporation	Common stock	984,301	-	418,621	984,301	565,680
Kohl's Corporation	Common stock	-	3,194,368	3,194,368	3,194,368	-

The above transactions were made at the current value on the transaction date.

There were no category (i), (ii) or (iv) transactions during the year.

11

CONSENT OF ERNST & YOUNG, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 33-84558) pertaining to the Kohl's Department Stores, Inc. Savings Plan (the Plan) of our report dated June 11, 1999, with respect to the financial statements and schedules of the Plan included in this Annual report (Form 11-K) for the year ended January 30, 1999.

Milwaukee, Wisconsin
July 26, 1999

ERNST & YOUNG LLP