**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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**
   
   SCHINDELE MARK
   
   (Last) (First) (Middle)
   
   1000 NICOLLET MALL
   
   MINNEAPOLIS MN 55403

2. **Issuer Name and Ticker or Trading Symbol**
   
   TARGET CORP [ TGT ]

3. **Date of Earliest Transaction (Month/Day/Year)**
   
   09/21/2020

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   
   09/22/2020

5. **Relationship of Reporting Person(s) to Issuer**
   
   Director
   
   (Check all applicable)
   
   10% Owner
   
   Executive Officer

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, If Any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>09/21/2020</td>
<td></td>
<td></td>
<td>$148.53</td>
<td>14,646(2)</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/22/2020</td>
<td></td>
<td></td>
<td>$151.15</td>
<td>12,242</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>09/23/2020</td>
<td></td>
<td></td>
<td>$155</td>
<td>9,838</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, If Any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
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</tbody>
</table>

**Explanation of Responses:**

1. The reported transaction was effected pursuant to a Rule 10b5-1 trading plan previously entered into by the reporting person on August 21, 2020.
2. Includes dividend equivalents paid on restricted stock units and performance-based restricted stock units since the date of the reporting person's last filing through the date of the reported transaction that have been reinvested in additional restricted stock units and performance-based restricted stock units.

Andrew J. Neuharth, Attorney-In-Fact

09/21/2020

**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).


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.