SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 3)*

Dayton Hudson Corporation

(Name of Issuer)

Common

(Title of Class of Securities)

239753-10-6

(CUSIP Number)

Check the following box if a fee is being paid with this statement [ ]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).
NAME OF REPORTING PERSON
1

FIRST BANK SYSTEM INC.
601 2ND AVE. SOUTH
MINNEAPOLIS, MN 55402-4302
TAX I.D. NO.: 41-0255900

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
2 (a) [ ] (b) [ ]

SEC USE ONLY
3

CITIZENSHIP OR PLACE OF ORGANIZATION
4 DELAWARE, U.S.A.

SOLE VOTING POWER
5

NUMBER OF
SHARES

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON
6

SOLE DISPOSITIVE POWER
7

REPORTING PERSON

SHARED DISPOSITIVE POWER
8

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
9

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
11

* Less than 5%

TYPE OF REPORTING PERSON*
12

H.C.

SEE INSTRUCTION BEFORE FILLING OUT!
Item 1
- ------

a. Name of Issuer:
---------------
Dayton Hudson Corporation

b. Address of Issuer's Principal Executive Offices:
--------------------------------------------------
Dayton Hudson Corporation
777 Nicollet Mall
Minneapolis, Minnesota 55402

Item 2
- ------

a. Name of Person Filing:
---------------------
First Bank System, Inc.

b. Address of Person's Filing Principal Executive Offices:
------------------------------------------------------
601 2nd Ave South
Minneapolis, MN  55402-4302
United States

c. Title of Class of Securities:
----------------------------
COMMON

d. CUSIP Number:
---------------
239753-10-6

Item 3
- ------

The person filing this statement is a:
(g) [x] Parent Holding Company

Item 4
- ------

Ownership:
--------

a. Amount beneficially owned:  
   
   *

b. Percentage of Class:  
   Less than 5%
   
   *

c. Number of shares as to which such person has:
   1. Sole power to vote or direct the vote:  
      
      *
   2. Shared power to vote or direct the vote:  
      
      *
   3. Sole power to dispose or direct the disposition:  
      
      *
   4. Shared power to dispose or direct the disposition:  
      
      *
Item 5
- ------
Ownership of Five Percent or less of Class:  (XX)
-------------------------------------------------------------------

Item 6
- ------
Ownership of More Than Five Percent on Behalf of Another Person:
-------------------------------------------------------------------
Not Applicable

Item 7
- ------
Identification and Classification of Members of the Subsidiary which
Acquired the Security Being Reported on by Parent Holding Company
-------------------------------------------------------------------
See Exhibit A

Item 8
- ------
Identification and Classification of Members of the Group:
-------------------------------------------------------------------
Not Applicable

Item 9
- ------
Notice of Dissolution of Group:
-------------------------------------------------------------------
Not Applicable

Item 10
- ------
Certification
-------------------------------------------------------------------
By signing below I certify that, to the best of my knowledge and belief, the
securities referred to above were acquired in the ordinary course of business
and were not acquired for the purpose of and do not have the effect of changing
or influencing the control of the issuer of such securities and were not
acquired in connection with or as a participant in any transaction having such
purposes or effect.

SIGNATURE
---------

After reasonable inquiry and to the best of my knowledge and belief, I certify
that the information set forth in this Statement is true, complete and correct.

Dated:  February 13, 1995

/s/ Bruce L. Wilson
- ---------------------
Bruce L. Wilson
Vice President
The Schedule to which this attachment is appended is filed on behalf of the following subsidiary or subsidiaries listed below, which are classified as banks for the purposes of 17 CFR 140.13d-1(b)(ii)(B).

<table>
<thead>
<tr>
<th>First Bank National Association</th>
<th>First Trust National Association</th>
</tr>
</thead>
<tbody>
<tr>
<td>601 2nd Avenue South</td>
<td>180 East Fifth Street, Suite 200</td>
</tr>
<tr>
<td>Minneapolis, Minnesota 55402-4302</td>
<td>St. Paul, Minnesota 55101</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>First Bank (N.A.)</th>
<th>First Trust Company of North</th>
</tr>
</thead>
<tbody>
<tr>
<td>201 West Wisconsin Avenue</td>
<td>Dakota National Association</td>
</tr>
<tr>
<td>Milwaukee, Wisconsin 53283</td>
<td>505 Second Avenue North</td>
</tr>
<tr>
<td></td>
<td>Fargo, North Dakota 58102</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>First Bank of South Dakota (National Association)</th>
<th>Colorado National Bank</th>
</tr>
</thead>
<tbody>
<tr>
<td>141 North Main Avenue</td>
<td>P.O. Box 5548</td>
</tr>
<tr>
<td>Sioux Falls, So. Dakota 57117</td>
<td>Denver, Colorado 80217</td>
</tr>
</tbody>
</table>
Information on the attached Schedule 13G is provided solely for the purpose of complying with Section 13(d) and 13(g) of the Securities Exchange Act of 1934 and Regulations promulgated under authority thereof and is not intended as an admission that First Bank System, Inc. or any of its subsidiaries, is a beneficial owner of the securities described herein for any other purpose (including without limitation for purposes of the Minnesota Control Share Acquisition Act).