1. Name and Address of Reporting Person

SANDO JILL

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)

03/11/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

** Director

** 10% Owner

** Officer (give title below)

** Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

** Form filed by One Reporting Person

** Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>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>03/11/2020</td>
<td></td>
<td>A</td>
<td>2,852 A</td>
<td>16,648 D</td>
<td>D</td>
<td>By 401(k) Plan</td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>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>
<tr>
<td>Common Stock</td>
<td>2,074.051</td>
<td>03/11/2020</td>
<td></td>
<td>A</td>
<td>2,852 A</td>
<td>03/11/2020</td>
<td>401(k) Plan</td>
<td>X</td>
<td>2,074.051</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Explanation of Responses:

1. Award of performance-based restricted stock units pursuant to the Amended and Restated Target Corporation 2011 Long-Term Incentive Plan. Amount reported represents the minimum number of shares that will be delivered upon satisfaction of vesting conditions. Award vests three years after the grant date.

2. Shares held in the Target Corporation 401(k) Plan based on the plan statement as of January 15, 2020.

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.

Andrew J. Neuharth
Attorney-In-Fact

03/13/2020

** Signature of Reporting Person Date