**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

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1. **Name and Address of Reporting Person**
   - Lundquist Stephanie A
   - 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)**
   - 04/07/2020

5. **Relationship of Reporting Person(s) to Issuer**
   - X Director
   - 10% Owner
   - Executive Officer

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   - X Form filed by One Reporting Person
   - Form filed by More than One Reporting Person

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**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>04/07/2020</td>
<td></td>
<td>A(1)</td>
<td>16,940 A</td>
<td>49,527</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>04/07/2020</td>
<td></td>
<td>F(2)</td>
<td>7,725 D</td>
<td>41,802</td>
<td>D</td>
<td></td>
</tr>
</tbody>
</table>

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

(e.g., puts, calls, warrants, options, convertible securities)

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**Explanation of Responses:**

1. Acquired pursuant to the settlement of a performance share unit award granted under the Target Corporation Amended & Restated 2011 Long-Term Incentive Plan.
2. Withholding of stock to satisfy tax withholding obligation on settlement of performance share unit award referenced in footnote (1).

**Reminder:** Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Signature of Reporting Person**

Andrew J. Neuharth, Attorney-In-Fact

**Date**

04/09/2020

**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.