

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended August 3, 1996

Commission file number 1-6049

Dayton Hudson Corporation

(Exact name of registrant as specified in its charter)

Minnesota

41-0215170

(State of incorporation or organization) (I.R.S. Employer Identification No.)

777 Nicollet Mall Minneapolis, Minnesota

55402-2055

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (612) 370-6948

None

(Former name, former address and former fiscal year, if changed since last
report.)

The registrant (1) has filed all reports required to be filed by Section 13 or
15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and
(2) has been subject to such filing requirements for the past 90 days.

The number of shares outstanding of common stock as of August 3, 1996 was
216,731,031.

DAYTON HUDSON CORPORATION AND SUBSIDIARIES

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PART I. FINANCIAL INFORMATION

CONDENSED CONSOLIDATED
RESULTS OF OPERATIONSDayton Hudson Corporation
and Subsidiaries

(Millions of Dollars, Except Per Share Data) (Unaudited)	Three Months Ended		Six Months Ended		Twelve Months Ended	
	AUGUST 3, 1996	July 29, 1995	AUGUST 3, 1996	July 29, 1995	AUGUST 3, 1996*	July 29, 1995
REVENUES	\$5,751	\$5,236	\$11,131	\$9,993	\$24,654	\$ 22,037
COSTS AND EXPENSES						
Cost of retail sales, buying and occupancy	4,197	3,896	8,146	7,400	18,273	16,264
Selling, publicity and administrative	1,009	937	1,994	1,826	4,211	3,755
Depreciation and amortization	159	147	316	291	619	570
Interest expense, net	111	108	220	215	447	430
Taxes other than income taxes	108	101	220	196	433	384
Total Costs and Expenses	5,584	5,189	10,896	9,928	23,983	21,403
Earnings Before Income Taxes	167	47	235	65	671	634
Provision for Income Taxes	66	19	93	26	257	249
NET EARNINGS	\$ 101	\$ 28	\$ 142	\$ 39	\$ 414	\$ 385
PRIMARY EARNINGS PER SHARE	\$ 0.44	\$ 0.11	\$ 0.60	\$ 0.14	\$ 1.81	\$ 1.69
FULLY DILUTED EARNINGS PER SHARE	\$ 0.42	\$ 0.11	\$ 0.59	\$ 0.14	\$ 1.74	\$ 1.62
DIVIDENDS DECLARED PER COMMON SHARE	\$ 0.16	\$ 0.15	\$ 0.31	\$ 0.29	\$ 0.60	\$ 0.57
AVERAGE COMMON SHARES OUTSTANDING (Millions):						
Primary	218.7	216.9	218.2	216.6	217.6	216.2
Fully Diluted	230.5	217.1	230.4	216.8	229.7	228.9

*Consisted of 53 weeks.

See accompanying Notes to Condensed Consolidated Financial Statements.

CONDENSED CONSOLIDATED STATEMENTS
OF FINANCIAL POSITION

Dayton Hudson Corporation
and Subsidiaries

(Millions of Dollars)

AUGUST 3,
1996

February 3,
1996*

July 29,
1995

	(UNAUDITED)	(Unaudited)	(Unaudited)
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	\$ 221	\$ 175	\$ 175
Accounts receivable	1,412	1,510	1,596
Merchandise inventories	3,228	3,018	3,111
Other	191	252	172
Total Current Assets	5,052	4,955	5,054
PROPERTY AND EQUIPMENT			
PROPERTY AND EQUIPMENT	10,401	10,224	9,670
Accumulated depreciation	(2,944)	(2,930)	(2,817)
Property and Equipment, net	7,457	7,294	6,853
OTHER			
OTHER	503	321	346
TOTAL ASSETS	\$13,012	\$12,570	\$12,253
LIABILITIES AND SHAREHOLDERS' INVESTMENT			
CURRENT LIABILITIES			
Current portion of long-term debt and notes payable	\$ 228	\$ 182	\$ 284
Accounts payable	2,176	2,247	2,165
Other	1,116	1,094	1,019
Total Current Liabilities	3,520	3,523	3,468
LONG-TERM DEBT			
LONG-TERM DEBT	5,297	4,959	4,969
DEFERRED INCOME TAXES AND OTHER			
DEFERRED INCOME TAXES AND OTHER	628	623	581
CONVERTIBLE PREFERRED STOCK, NET			
CONVERTIBLE PREFERRED STOCK, NET	54	62	50
SHAREHOLDERS' INVESTMENT			
SHAREHOLDERS' INVESTMENT	3,513	3,403	3,185
TOTAL LIABILITIES AND SHAREHOLDER'S INVESTMENT	\$13,012	\$12,570	\$12,253
COMMON SHARES OUTSTANDING (Millions)			
COMMON SHARES OUTSTANDING (Millions)	216.7	215.9	215.5

* The February 3, 1996 Consolidated Statement of Financial Position is condensed from the audited financial statements.

See accompanying Notes to Condensed Consolidated Financial Statements.

CONDENSED CONSOLIDATED
STATEMENTS OF CASH FLOWS

Dayton Hudson Corporation
and Subsidiaries

(Millions of Dollars)	Six Months Ended	
	AUGUST 3, 1996	July 29, 1995
(Unaudited)		
OPERATING ACTIVITIES		
Net earnings	\$ 142	\$ 39
Reconciliation to cash flow:		
Depreciation and amortization	316	291
Deferred tax provision	(29)	(17)
Other non-cash items affecting earnings	46	42
Changes in operating accounts providing/(requiring)cash:		
Accounts receivable	98	214
Merchandise inventories	(210)	(334)
Accounts payable	(71)	204
Other	112	(141)
Cash Flow Provided by Operations	404	298
INVESTING ACTIVITIES		
Expenditures for property and equipment, net	(682)	(760)
Cash Flow Required for Investing Activities	(682)	(760)
FINANCING ACTIVITIES		
(Decrease)/increase in notes payable, net	(24)	550
Additions to long-term debt	500	150
Reductions of long-term debt	(92)	(144)
Dividends paid	(74)	(73)
Other	14	7
Cash Flow Provided by Financing Activities	324	490
Net Increase in Cash and Cash Equivalents	46	28
Cash and Cash Equivalents at Beginning of Period	175	147
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 221	\$ 175

Amounts in this statement are presented on a cash basis and therefore may differ from those shown elsewhere in this 10-Q report. Cash paid for income taxes was \$205 million and \$158 million during the first six months of 1996 and 1995, respectively. Cash paid for interest (including interest capitalized) in the first six months of 1996 and 1995 was \$214 million and \$216 million, respectively.

See accompanying Notes to Condensed Consolidated Financial Statements.

ACCOUNTING POLICIES

The accompanying condensed consolidated financial statements should be read in conjunction with the financial statement disclosures contained in the Corporation's 1995 Annual Shareholders' Report throughout pages 23-34. As explained on page 33 of the Annual Report, the same accounting policies are followed in preparing quarterly financial data as are followed in preparing annual data. In the opinion of management, all adjustments necessary for a fair presentation of quarterly operating results are reflected herein and are of a normal, recurring nature.

Due to the seasonal nature of the retail industry, earnings for periods which exclude the Holiday season are not necessarily indicative of the operating results that may be expected for the full year.

PER SHARE DATA

Primary earnings per share equals net earnings, less dividend requirements on ESOP preferred shares, divided by the average number of common shares and common share equivalents outstanding during the period. Fully diluted earnings per share assumes conversion of the ESOP preferred shares into common shares, unless the conversion is antidilutive. Net earnings are also adjusted for the additional expense required to fund the ESOP debt service, caused by the assumed replacement of the ESOP preferred dividends with common stock dividends, unless the conversion is antidilutive. References to earnings per share relate to fully diluted earnings per share.

COMMON STOCK SPLIT

On June 12, 1996, the Board of Directors approved a three-for-one split of the Corporation's common stock. Two additional shares of common stock were distributed on July 17, 1996 to shareholders of record as of June 28, 1996. All earnings per share, dividends per share and common shares outstanding presented in this report reflect the stock split.

LONG-TERM DEBT

During the second quarter, the Corporation issued \$200 million of long-term debt at 7.5% per annum, maturing in 2006. The proceeds from this issuance were used for general corporate purposes.

SUBSEQUENT EVENTS

On August 28, 1996, the Dayton Hudson Credit Card Master Trust issued a Series 1996-1 Class A Variable Funding Certificate backed by credit card receivables. This Certificate was issued at \$300 million and may fluctuate based on financing needs. The Class A Certificate will be reflected as debt of Dayton Hudson Receivables Corporation (DHRC), a subsidiary of the Corporation, on the Corporation's Consolidated Statement of Financial Position. Accordingly, the coupon payment will be reflected in interest expense on the Corporation's Consolidated Results of Operations. The proceeds were used to repay outstanding commercial paper and for general corporate purposes.

The Corporation announced that DSD has entered into agreements to sell its four Marshall Field's stores in Texas. The agreements are subject to customary contingencies. The stores will continue to operate as Marshall Field's stores through the Holiday season. The transaction is anticipated to close at the end of December 1996 and is expected to result in an immaterial gain.

RECLASSIFICATIONS

Certain prior year amounts have been reclassified to conform to the current-year presentation.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF OPERATIONS AND FINANCIAL CONDITION
SECOND QUARTER 1996

ANALYSIS OF OPERATIONS

Second quarter 1996 net earnings were \$101 million, compared with \$28 million for second quarter 1995. For the first half of 1996, net earnings increased to \$142 million from \$39 million for the same period a year ago. Earnings per share for the second quarter and the first half were \$.42 and \$.59, respectively, compared with \$.11 and \$.14 per share for the same periods last year.

The improvement in earnings for the second quarter and first half of the year was due to very strong sales and earnings performance at Target, a significant turnaround in profitability at Mervyn's and expense savings associated with our corporation-wide cost reduction initiatives.

The following table illustrates the impact of the major factors contributing to the changes in earnings per share:

	Three Months	Six Months

1995 Earnings Per Share	\$.11	\$.14
Changes in earnings per share due to:		
Revenues	.06	.06
Gross margin rate	.18	.21
Operating expense rate	.14	.30
Start-up expenses	(.01)	(.03)
Interest expense, net	(.01)	(.01)
Corporate and other expense, net	(.05)	(.08)

1996 Earnings Per Share	\$.42	\$.59
=====		

Strong sales growth at Target, our lowest margin and expense rate division, continues to impact our business mix. As a result, for second quarter and for the six-month period the Corporation's overall revenue growth and total operating expense rate were favorably affected, while the gross margin rate was unfavorably affected. If the sales mix between divisions had remained constant with the comparable periods in 1995, the gross margin rate variance would have been \$.03 and \$.07 more favorable and the operating expense rate would have been \$.07 and \$.12 less favorable for the second quarter and six months, respectively.

The overall gross margin rate favorability for the second quarter and six months reflects significant improvement at Target and Mervyn's. The overall operating expense rate improvement for the second quarter and first half reflects significant improvement at Mervyn's, strong sales leveraging and reduced expenses at Target, partially offset by increased store expenses at DSD.

Revenues
- - - - -

Total revenues increased 10% and 11% for the three- and six-month periods ended, respectively, while comparable-store revenues (revenues from stores open longer than one year) increased 3% and 5%, respectively.

Revenues by business segment were as follows :

(Millions of Dollars)	Three Months Ended		Percentage Change	
	AUGUST 3, 1996	July 29, 1995	All Stores	Comparable Stores
Target	\$ 4,078	\$3,514	16%	7%
Mervyn's	999	1,030	(3)	(5)
DSD	674	692	(2)	(4)
Total Revenues	\$ 5,751	\$5,236	10%	3%

	Six Months Ended		Percentage Change	
	AUGUST 3, 1996	July 29, 1995	All Stores	Comparable Stores
Target	\$ 7,801	\$6,671	17%	8%
Mervyn's	1,966	1,944	1	(1)
DSD	1,364	1,378	(1)	(2)
Total Revenues	\$11,131	\$9,993	11%	5%

Target's strong revenue results reflect new store growth, strong base-business sales, and higher finance-charge revenues and late-fee revenues associated with the continued growth of the Target Guest Card. Mervyn's total and comparable-store revenues declined in the second quarter and were essentially flat in the first half. Due to its repositioning, DSD's total and comparable-store revenues declined for the second quarter and first half versus last year due to substantially fewer promotional days associated with its new strategy, partially offset by increased regular-price sales, particularly in better merchandise categories.

Operating Profit

Operating profit increased 77% and 64% for the second quarter and six-month period, respectively. Operating profit is LIFO earnings from operations before corporate expense, interest and income taxes.

Operating profit by business segment was as follows:

(Millions of Dollars)	Three Months Ended		
	AUGUST 3, 1996	July 29, 1995	Percentage Change
Target	\$ 240	\$ 144	66%
Mervyn's	54	3	100+
DSD	10	24	(59)
	-----	-----	---
Total Operating Profit	\$ 304	\$ 171	77%
	=====	=====	===

(Millions of Dollars)	Six Months Ended		
	AUGUST 3, 1996	July 29, 1995	Percentage Change
Target	\$ 373	\$ 241	54%
Mervyn's	93	4	100+
DSD	38	62	(39)
	-----	-----	---
Total Operating Profit	\$ 504	\$ 307	64%
	=====	=====	===

Operating profit reflects a reduction of finance-charge revenues as well as a reduction of bad debt expense related to the sale of securitized accounts receivable by DHRC in September, 1995. The net reduction to operating profit was \$(2) million each for Target, Mervyn's and DSD for the three months ended August 3, 1996, and a net reduction of \$(3) million, \$(5) million and \$(4) million, respectively, for the six-month period. The reductions to operating profit in both periods were offset by comparable interest expense savings due to the replacement of debt with securitization proceeds. There was no operating profit reduction for the three- or six-month periods ended July 29, 1995.

TARGET'S second quarter and six-month operating profit increases of 66% and 54% reflect strong total and comparable-store revenue growth as well as gross margin rate and operating expense rate improvements. Target's gross margin rate for the second quarter and first half of 1996 improved primarily due to promotional markdown favorability and higher markup. Target's improved operating expense rate for the second quarter and six-month period reflects strong sales leveraging and continued expense reduction. During the first half of 1996, Target realized approximately 50% of the \$50 million annualized cost savings identified as part of its multi-year cost reduction program. Looking forward to the second half of the year, sales growth is expected to result in additional leveraging, which combined with continued cost reduction efforts, should produce continued year-over-year operating profit increases.

MERVYN'S operating profit for the second quarter and first half increased to \$54 million and \$93 million, respectively, from \$3 million and \$4 million for the comparable periods last year. The gross margin rate increased significantly in both periods reflecting increased markup and lower markdowns. Mervyn's operating expense rate for the second quarter and first half of 1996 also showed substantial improvement due to expense reductions in stores, marketing and headquarters, as a result of realizing one half of the 1996 savings expected from its cost reduction program. Looking forward, Mervyn's is expected to continue to achieve operating profit improvement over last year, although not to the degree experienced in the first half of 1996. Our second half plans continue to assume a slight comparable-store sales decline, a strong fourth quarter increase in the gross margin rate and further realization of operating expense savings throughout the year.

DSD'S second quarter and six-month operating profit declined compared with the same periods last year. The second quarter gross margin rate declined slightly due to higher clearance markdowns partially offset by lower promotional markdowns and higher markup. The six-month rate increased slightly. The operating expense rate for both the second quarter and first half was unfavorable to last year due to lower sales leverage and higher store expense related to increased staffing to improve guest service. In the second half of the year, DSD will continue to refine and implement its new strategy. The basic elements of this strategy include: improving guest service, offering better and more unique merchandise, reducing the number of storewide promotional days and continuing to pursue cost savings initiatives. Underlying trends in the second half are expected to include slightly negative comparable-store sales results, offset by improvement in the gross margin rate and a reduction in operating expenses due to various expense savings initiatives, resulting in moderate year-over-year growth for second half operating profit.

Other Performance Factors

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The last-in first-out (LIFO) provision was zero for the three- and six-month periods for both 1996 and 1995. The cumulative LIFO provision was \$77 million at August 3, 1996 and February 3, 1996, and \$60 million at July 29, 1995.

Net interest expense increased \$3 million in the second quarter and \$5 million in the first half of 1996 compared with the same periods last year. Higher average debt balances were substantially offset by lower average portfolio interest rates and interest savings resulting from the replacement of debt with the proceeds from the sale of securitized accounts receivable. Looking forward, this trend is expected to continue throughout 1996.

The estimated annual effective income tax rate is 39.5% for 1996, unchanged from the first half 1995 estimated annual rate.

ANALYSIS OF FINANCIAL CONDITION

Our financial condition remains strong. The ratio of debt to total capitalization attributable to our retail operations was 55% at the end of second quarter 1996, slightly higher than the same period last year. The increase from 53% at year-end 1995 reflects typical seasonality. Looking forward to year-end, this ratio is expected to be slightly lower than last year.

At August 3, 1996, working capital was \$1,532 million, down 3% from a year ago, principally due to \$216 million in accounts receivable growth offset by the \$400 million reduction related to the securitized accounts receivable sold in September 1995. The 6% decline in accounts receivable from year end reflects the typical reduction from seasonally high levels. Compared with second quarter 1995, merchandise inventories increased \$117 million or 4% primarily as a result of Target's new store growth, partially offset by inventory reductions at Mervyn's and DSD. Total merchandise inventories increased 7% reflecting increases over the seasonally low year-end balances at all three divisions.

Net capital expenditures for the first half of 1996 were \$682 million, compared with \$760 million for the same period a year ago. Approximately 84% of the current year expenditures were made by Target, 4% by Mervyn's and 12% by DSD.

We continue to fund the growth in our business through a combination of debt, the sale of securitized accounts receivable and retained earnings. Our debt has increased \$272 million compared with a year ago and our shareholders' investment has grown by \$328 million.

To support our objective of providing shareholders with an attractive total return on their investment, on June 12, 1996 the Board of Directors declared a 9% increase in the Corporation's quarterly dividend to 16 cents per common share.

A key to the Corporation's liquidity is its ability to access a variety of capital markets. Subsequent to the quarter end, the Corporation, through its subsidiary DHRC, accessed the receivables-backed commercial paper market through the sale of a Series 1996-1 Class A Variable Funding Certificate in the amount of \$300 million. This market represents an alternative source of variable rate funding.

STORE DATA

At August 3, 1996, Target operated 714 stores in 37 states, Mervyn's operated 299 stores in 16 states and DSD operated 66 stores in nine states. During the quarter, the Corporation opened 26 Target stores, two Mervyn's stores and two DSD stores.

Retail square footage was as follows:

(In thousands, reflects total square feet, less office, warehouse and vacant space)	AUGUST 3, 1996	February 3, 1996	July 29, 1995
Target	76,519	71,108	68,198
Mervyn's	24,449	24,113	24,148
DSD	14,082	13,870	13,824
Total Retail Square Footage	115,050	109,091	106,170

PART II. OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

a) Exhibits

- (2). Not applicable
- (3). Restated Articles of Incorporation (as amended July 17, 1996)
- (4). Instruments defining the rights of security holders, including indentures. Registrant agrees to furnish the Commission on request copies of instruments with respect to long-term debt.
- (10). Not applicable
- (11). Statements re Computations of Per Share Earnings
- (12). Statements re Computations of Ratios
- (15). Not applicable
- (18). Not applicable
- (19). Not applicable
- (22). Not applicable
- (23). Not applicable
- (24). Not applicable
- (27). Financial Data Schedule
- (99). Not applicable

b) Reports on Form 8-K:

Form 8-K dated June 12, 1996 reporting a stock split and an increase in the quarterly dividend.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DAYTON HUDSON CORPORATION
Registrant

Date: September 13, 1996

By /s/ Douglas A. Scovanner

Douglas A. Scovanner
Senior Vice President and
Chief Financial Officer

Date: September 13, 1996

By /s/ J.A. Bogdan

JoAnn Bogdan
Controller and
Chief Accounting Officer

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- (3). Restated Articles of Incorporation (as amended July 17, 1996)
- (11). Statements re Computations of Per Share Earnings
- (12). Statements re Computations of Ratios
- (27). Financial Data Schedule

RESTATED

ARTICLES OF INCORPORATION
OF
DAYTON HUDSON CORPORATION
(As amended through July 17, 1996)

ARTICLE I

The name of the corporation is Dayton Hudson Corporation.

ARTICLE II

The location and post-office address of the registered office of the corporation in the State of Minnesota is number 777 Nicollet Mall in the City of Minneapolis, County of Hennepin.

ARTICLE III

The total authorized number of shares of the corporation is 1,505,000,000. The shares are classified in two classes, consisting of 5,000,000 shares of Preferred Stock of the par value of \$.01 per share and 1,500,000,000 shares of Common Stock of the par value of \$.3333 per share.

The Board of Directors is authorized to establish one or more series of Preferred Stock, setting forth the designation of each such series, and fixing the relative rights and preferences of each such series.

Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock held by such shareholder on every matter voted on at every meeting of shareholders of the corporation. No holder of shares of stock of any class or series shall be entitled to cumulate his/her votes in any election of directors.

No holder of shares of stock of any class or series shall be entitled as such, as a matter of right, to subscribe for or purchase any part of any new or additional issue of shares of stock of any class or series whatsoever or of any securities convertible into or exchangeable for any shares of stock of any class or series whatsoever, whether now or hereafter authorized or issued for cash or other consideration.

ARTICLE IV

- A. In addition to any affirmative vote required by law or these Articles of Incorporation, and except as otherwise expressly provided in Section B of this Article IV, a Business Combination (as hereinafter defined) shall require the affirmative vote of not less than seventy-five percent (75%) of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock (as hereinafter defined), voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage or separate class vote may be specified, by law or by any other provision of these Articles of Incorporation or in any agreement with any national securities exchange or otherwise.
- B. The provisions of Section A of this Article IV shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote, if any, as is required by law or by any other provision of these Articles of Incorporation or in any agreement with any national securities exchange or otherwise, if the conditions specified in either of the following Paragraphs 1 or 2 are met:
1. The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined).
 2. All of the following conditions shall have been met:
 - a. The aggregate amount of cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the higher amount determined under clauses (i) and (ii) below:
 - (i) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by or on behalf of the Interested Shareholder (as hereinafter defined) for any share of Common Stock in connection with the acquisition by the Interested Shareholder of beneficial ownership of shares of Common Stock (a) within the two-year period immediately prior to the date of the first public announcement of the proposed Business Combination (the "Announcement Date") or (b) in the transaction in which it became an Interested Shareholder, whichever is higher; and

(ii) the fair Market Value per share of Common Stock on the Announcement Date or on the date on which the Interested Shareholder became an Interested Shareholder (such latter date being referred to herein as the "Determination Date"), whichever is higher.

b. The aggregate amount of cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of any class or series of outstanding Capital Stock (as hereinafter defined), other than Common Stock, shall be at least equal to the highest amount determined under clauses (i), (ii) and (iii) below:

(i) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by or on behalf of the Interested Shareholder for any share of such class or series of Capital Stock in connection with the acquisition by the Interested Shareholder of beneficial ownership of shares of such class or series of Capital Stock (a) within the two-year period immediately prior to the Announcement Date or (b) in the transaction in which it became an Interested Shareholder, whichever is higher;

(ii) the Fair Market Value per share of such class or series of Capital Stock on the Announcement Date or on the Determination Date, whichever is higher; and

(iii) (if applicable) the highest preferential amount per share to which the holders of shares of such class or series of Capital Stock would be entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, regardless of whether the Business Combination to be consummated constitutes such an event.

The provisions of this Paragraph 2.b shall be required to be met with respect to every class or series of outstanding Capital Stock, whether or not the Interested Shareholder has previously acquired beneficial ownership of any shares of a particular class or series of Capital Stock.

c. The consideration to be received by holders of a particular class or series of outstanding Capital Stock shall be in cash or in the same

form as previously has been paid by or on behalf of the Interested Shareholder in connection with its direct or indirect acquisition of beneficial ownership of shares of such class or series of Capital Stock. If the consideration so paid for shares of any class or series of Capital Stock varied as to form, the form of consideration for such class or series of Capital Stock shall be either cash or the form used to acquire beneficial ownership of the largest number of shares of such class or series of Capital Stock previously acquired by the Interested Shareholder. The price determined in accordance with Paragraphs 2.a and 2.b of Section B of this Article IV shall be subject to appropriate adjustment in the event of any stock dividend, stock split, combination of shares or similar event.

- d. After such Interested Shareholder has become an Interested Shareholder and prior to the consummation of such Business Combination: (i) there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) payable in accordance with the terms of any outstanding Capital Stock, except as approved by a majority of the Continuing Directors; (ii) there shall have been no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any stock dividend, stock split, combination of shares or similar event), except as approved by a majority of the Continuing Directors; (iii) there shall have been an increase in the annual rate of dividends paid on the Common Stock as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction that has the effect of reducing the number of outstanding shares of Common Stock, unless the failure to increase such annual rate is approved by a majority of the Continuing Directors; and (iv) except as approved by a majority of the Continuing Directors, such Interested Shareholder shall not have become the beneficial owner of any additional shares of Capital Stock except as part of the transaction that results in such Interested Shareholder becoming an Interested Shareholder and except in a transaction that, after giving effect thereto, would not result in any increase in the Interested Shareholder's percentage beneficial ownership of any class or series of Capital Stock.
- e. After such Interested Shareholder has become an Interested Shareholder, such Interested Shareholder shall not have received the benefit, directly or indirectly (except proportionately as a shareholder of the corporation), or any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax

advantages provided by the corporation, whether in anticipation of or in connection with such Business Combination or otherwise.

- f. A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (the "Act") (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to all shareholders of the corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to the Act or subsequent provisions). The proxy or information statement shall contain on the first page thereof, in a prominent place, any statement as to the advisability (or inadvisability) of the Business Combination that a majority of the Continuing Directors may choose to make and, if deemed advisable by a majority of the Continuing Directors, the opinion of an investment banking firm selected by a majority of the Continuing Directors as to the fairness (or lack of fairness) of the terms of the Business Combination from a financial point of view to the holders of the outstanding shares of Capital Stock other than the Interested Shareholder and its Affiliates (as hereinafter defined) or Associates (as hereinafter defined).
- g. Such Interested Shareholder shall not have made or caused to be made any major change in the corporation's business or equity capital structure without the approval of a majority of the Continuing Directors.

C. For the purposes of this Article IV:

- 1. The term "Business Combination" shall mean:
 - a. any merger, consolidation or statutory exchange of shares of the corporation or any Subsidiary (as hereinafter defined) with (i) any Interested Shareholder or (ii) any other corporation (whether or not itself an Interested Shareholder) which is or after such merger, consolidation or statutory share exchange would be an Affiliate or Associate of an Interested Shareholder, provided, however, that the foregoing shall not include the merger of a wholly-owned Subsidiary of the corporation into the corporation or the merger of two or more wholly-owned Subsidiaries of the corporation; or
 - b. any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with

an Interested Shareholder or any Affiliate or Associate of any Interested Shareholder of any assets of the corporation or any Subsidiary equal to or greater than ten percent (10%) of the book value of the consolidated assets of the corporation; or

- c. any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with the corporation or any Subsidiary of any assets of any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder equal to or greater than ten percent (10%) of the book value of the consolidated assets of the corporation; or
- d. the issuance or transfer by the corporation or any Subsidiary (in one transaction or a series of transactions) to any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder of any securities of the corporation (except pursuant to stock dividends, stock splits, or similar transactions which would not have the effect, directly or indirectly, of increasing the proportionate share of any class or series of Capital Stock, or any securities convertible into Capital Stock or into equity securities of any Subsidiary, that is beneficially owned by any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder) or of any securities of a Subsidiary (except pursuant to a pro rata distribution to all holders of Common Stock of the Corporation); or
- e. the adoption of any plan or proposal for the liquidation or dissolution of the corporation proposed by or on behalf of an Interested Shareholder or any Affiliate or Associate of any Interested Shareholder; or
- f. any transaction (whether or not with or otherwise involving an Interested Shareholder) that has the effect, directly or indirectly, of increasing the proportionate share of any class or series of Capital Stock, or any securities convertible into Capital Stock or into equity securities of any Subsidiary, that is beneficially owned by any Interested Shareholder or any Affiliate or Associate of any Interested Shareholder, including, without limitation any reclassification or securities (including any reverse stock split), or recapitalization of the corporation, or any merger, consolidation or statutory exchange of shares of the corporation with any of its Subsidiaries; or

- g. any agreement, contract or other arrangement or understanding providing for any one or more of the actions specified in the foregoing clauses (a) to (f).
2. The term "Capital Stock" shall mean all capital stock of the corporation authorized to be issued from time to time under Article III of these Articles of Incorporation. The term "Voting Stock" shall mean all Capital Stock of the corporation entitled to vote generally in the election of directors of the corporation.
3. The term "person" shall mean any individual, firm, corporation or other entity and shall include any group comprised of any person and any other person with whom such person or any Affiliate or Associate of such person has any agreement, arrangement or understanding, directly or indirectly, for the purpose of acquiring, holding, voting or disposing of Capital Stock.
4. The term "Interested Shareholder" shall mean any person (other than the corporation or any Subsidiary and other than any profit-sharing, employee stock ownership or other employee benefit plan of the corporation or any Subsidiary or any trustee of or fiduciary with respect to any such plan when acting in such capacity) who (a) is the beneficial owner of Voting Stock representing ten percent (10%) or more of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock; or (b) is an Affiliate or Associate of the corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner of Voting Stock representing ten percent (10%) or more of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock; or (c) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Shareholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.
5. A person shall be a "beneficial owner" of any Capital Stock (a) which such person or any of its Affiliates or Associates beneficially owns, directly or indirectly; (b) which such person or any of its Affiliates or Associates has, directly or indirectly, (i) the right to acquire (whether such right is exercisable immediately or subject only to the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (ii) the right to vote pursuant to any agreement, arrangement or understanding, or (iii) the right to dispose or direct the disposition of,

pursuant to any agreement, arrangement or understanding; or (c) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Capital stock. For the purpose of determining whether a person is an interested Shareholder pursuant to Paragraph 4 of this Section C, the number of shares of Capital Stock deemed to be outstanding shall include shares deemed beneficially owned by such person through application of this Paragraph 5, but shall not include any other shares of Capital Stock that may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, exchange rights, warrants or options, or otherwise.

6. The term "Affiliate", used to indicate a relationship with a specified person, shall mean a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, such specified person. The term "Associate", used to indicate a relationship with a specified person, shall mean (a) any person (other than the corporation or a Subsidiary) of which such specified person is an officer or partner or is, directly or indirectly, the beneficial owner of ten percent (10%) or more of any class of equity securities, (b) any trust or other estate in which such specified person has a substantial beneficial interest or as to which such specified person serves as trustee or in a similar fiduciary capacity, (c) any relative or spouse of such specified person or any relative of such spouse, who has the same home as such specified person or who is a director or officer of the corporation or any Subsidiary, and (d) any person who is a director or officer of such specified person or any of its parents or subsidiaries (other than the corporation or a Subsidiary).
7. The term "Subsidiary" shall mean any corporation of which a majority of any class of equity security is beneficially owned, directly or indirectly, by the corporation; provided, however, that for the purposes of Paragraph 4 of this Section C, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is beneficially owned, directly or indirectly, by the corporation.
8. The term "Continuing Director" shall mean any member of the Board of Directors of the corporation, while such person is a member of the Board of Directors, who was a member of the Board of Directors prior to the time that the Interested Shareholder involved in the Business Combination in question became an Interested Shareholder, and any member of the Board of Directors, while such person is a member of the Board of Directors, whose election, or nomination for election by the corporation's shareholders, was approved by a vote of a majority of the Continuing

Directors; provided, however, that in no event shall an Interested Shareholder involved in the Business Combination in question or any Affiliate, Associate or representative of such Interested Shareholder, be deemed to be a Continuing Director.

9. The term "Fair Market Value" shall mean (a) in the case of cash, the amount of such cash; (b) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Act on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc. Automated Quotations System or any similar system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by a majority of the Continuing Directors in good faith; and (c) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined in good faith by a majority of the Continuing Directors.

10. In the event of any Business Combination in which the corporation survives, the phrase "consideration other than cash to be received" as used in Paragraphs 2.a and 2.b of Section B of this Article IV shall include the shares of Common Stock and/or the shares of any other class or series of Capital Stock retained by the holders of such shares.

D. The Continuing Directors by majority vote shall have the power to determine for the purposes of this Article IV, on the basis of information known to them after reasonable inquiry, (a) whether a person is an Interested Shareholder, (b) the number of shares of Capital Stock (including Voting Stock) or other securities beneficially owned by any person, (c) whether a person is an Affiliate or Associate of another, (d) whether the assets that are the subject of any Business Combination equal or exceed ten percent (10%) of the book value of the consolidated assets of the corporation, (e) whether a proposed plan of dissolution or liquidation is proposed by or on behalf of an Interested Shareholder or any Affiliate or Associate of any Interested Shareholder, (f) whether any transaction has the effect, directly or indirectly, of increasing the proportionate share of any class or series of Capital Stock, or any securities convertible into Capital Stock or into equity securities of any Subsidiary, that is beneficially owned by an Interested Shareholder or any Affiliate or Associate of an Interested Shareholder, (g) whether any Business Combination satisfies the conditions set forth in Paragraph 2 of Section B of this Article IV, and (h) such other matters with

respect to which a determination is required under this Article IV. Any such determination made in good faith shall be binding and conclusive on all parties.

- E. Nothing contained in this Article IV shall be construed to relieve any Interested Shareholder from any fiduciary obligation imposed by law.
- F. The fact that any Business Combination complies with the provisions of Section B of this Article IV shall not be construed to impose any fiduciary duty, obligation or responsibility on the Board of Directors, or any member thereof, or the Continuing Directors, or any of them, to approve such Business Combination or recommend its adoption or approval to the shareholders of the corporation, nor shall such compliance limit, prohibit or otherwise restrict in any manner the Board of Directors, or any member thereof, or the continuing Directors, or any of them, with respect to evaluations of or actions and responses taken with respect to such Business Combination.
- G. Notwithstanding any other provisions of these Articles of Incorporation (and notwithstanding the fact that a lesser percentage or separate class vote may be specified by law or these Articles of Incorporation), the affirmative vote of the holders of not less than seventy-five percent (75%) of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, this Article IV.

ARTICLE V

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided, however, that this Article V shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under section 302A.559 or 80A.23 of the Minnesota Statutes, (iv) for any transaction from which the director derived an improper personal benefit, or (v) for any act or omission occurring prior to the effective date of this Article V. No amendment to or repeal of this Article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VI

The business and affairs of the corporation shall be managed by or under the director of a Board of Directors consisting of not less than five nor more than twenty-one persons,

who need not be shareholders. The number of directors may be increased by the shareholders or Board of Directors or decreased by the shareholders from the number of directors on the Board of Directors immediately prior to the effective date of this Article VI; provided, however, that any change in the number of directors on the Board of Directors (including, without limitation, changes at annual meetings of shareholders) shall be approved by the affirmative vote of not less than seventy-five percent (75%) of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock (as defined in Article IV), voting together as a single class, unless such change shall have been approved by a majority of the entire Board of Directors. If such change shall not have been so approved, the number of directors shall remain the same. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors.

At the 1988 annual meeting of shareholders, Class I directors shall be elected for a one-year term, Class II directors for a two-year term and Class III directors for a three-year term. At each succeeding annual meeting of shareholders beginning in 1989, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class. In no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which the director's term expires and until a successor shall be elected and qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. Removal of a director from office (including a director named by the Board of Directors to fill a vacancy or newly created directorship), with or without cause, shall require the affirmative vote of not less than seventy-five percent (75%) of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock, voting together as a single class. Any vacancy on the Board of Directors that results from an increase in the number of directors may be filled by a majority of the Board of Directors then in office, and any other vacancy occurring in the Board of Directors may be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall have the same remaining term as that of such director's predecessor.

Notwithstanding the foregoing, whenever the holders of any one or more classes of preferred or preference stock issued by the corporation shall have the right, voting separately by class or series, to elect directors at an annual or special meeting of shareholders, the election, term of office, filling of vacancies and other features of such directorships shall be governed by or pursuant to the applicable terms of these Articles of Incorporation, and such directors so elected shall not be divided into classes pursuant to this Article VI unless expressly provided by such terms.

No person (other than a person nominated by or on behalf of the Board of Directors) shall be eligible for election as a director at any annual or special meeting of shareholders unless a written request that his or her name be placed in nomination is received from a shareholder of record by the Secretary of the corporation not less than 60 days prior to the date fixed for the meeting, together with the written consent of such person to serve as a director.

Notwithstanding any other provisions of these Articles of Incorporation (and notwithstanding the fact that a lesser percentage or separate class vote may be specified by law or these Articles of Incorporation), the affirmative vote of the holders of not less than seventy-five percent (75%) of the votes entitled to be cast by the holders of all then outstanding shares of Voting Stock, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, this Article VI.

DAYTON HUDSON CORPORATION AND SUBSIDIARIES
 COMPUTATIONS OF PER SHARE EARNINGS
 (In Millions, Except Per Share Data)

	Three Months Ended			
	AUGUST 3, 1996		July 29, 1995	
	EARNINGS	SHARES	Earnings	Shares
Primary Computations				
Net earnings	\$ 101		\$ 28	
Less: Dividend requirements on ESOP preferred shares, net of tax benefit on unallocated shares	(5)		(5)	
Adjusted net earnings	\$ 96		\$ 23	
Average common shares outstanding		216.6		215.4
Average number of common share equivalents:				
Stock options		1.2		0.5
Performance shares		0.9		1.0
Adjusted common equivalent shares outstanding-primary		218.7		216.9
PRIMARY EARNINGS PER SHARE	\$0.44		\$0.11	
Fully Diluted Computations				
Net earnings	\$ 101		\$ 28	
Less: Dividend requirements on ESOP preferred shares, net of tax benefit on unallocated shares	-		(5)a/	
Less: Earnings impact of assumed ESOP preferred share conversion, net of tax benefit on unallocated shares	(4)		-	
Adjusted net earnings	\$ 97		\$ 23	
Average common and common equivalent shares-primary		218.7		216.9
Additional common share equivalents attributable to applications of the treasury stock method		-		0.2
Assumed conversion of ESOP preferred shares		11.8		- a/
Adjusted common equivalent shares outstanding-fully diluted		230.5		217.1
FULLY DILUTED EARNINGS PER SHARE	\$0.42		\$0.11	
AVERAGE ALLOCATED ESOP PREFERRED SHARES OUTSTANDING (IN MILLIONS) ...		3.0		2.5

	Six Months Ended			
	AUGUST 3, 1996		July 29, 1995	
	EARNINGS	SHARES	Earnings	Shares
Primary Computations				
Net earnings	\$ 142		\$ 39	
Less: Dividend requirements on ESOP preferred shares, net of tax benefit on unallocated shares	(10)		(9)	
Adjusted net earnings	\$ 132		\$ 30	
Average common shares outstanding		216.3		215.3
Average number of common share equivalents:				
Stock options		1.0		0.4
Performance shares		0.9		0.9
Adjusted common equivalent shares outstanding-primary		218.2		216.6
PRIMARY EARNINGS PER SHARE	\$0.60		\$0.14	
Fully Diluted Computations				
Net earnings	\$ 142		\$ 39	
Less: Dividend requirements on ESOP preferred shares, net of tax benefit on unallocated shares	-		(10)a/	
Less: Earnings impact of assumed ESOP preferred share conversion, net of tax benefit on unallocated shares	(7)		-	
Adjusted net earnings	\$ 135		\$ 29	
Average common and common equivalent shares-primary		218.2		216.6
Additional common share equivalents attributable to				

applications of the treasury stock method	0.3	0.2
Assumed conversion of ESOP preferred shares	11.9	- a/
	-----	-----
Adjusted common equivalent shares outstanding-fully diluted	230.4	216.8
	=====	=====
FULLY DILUTED EARNINGS PER SHARE	\$0.59	\$0.14
	=====	=====
AVERAGE ALLOCATED ESOP PREFERRED SHARES OUTSTANDING (IN MILLIONS) ...	2.9	2.4
	=====	=====

	Twelve Months Ended			
	AUGUST 3, 1996		July 29, 1995	
	EARNINGS	SHARES	Earnings	Shares
-----	-----	-----	-----	-----
Primary Computations				

Net earnings	\$ 413		\$ 385	
Less: Dividend requirements on ESOP preferred shares, net of tax benefit on unallocated shares	(20)		(19)	
	-----		-----	
Adjusted net earnings	\$ 393		\$ 366	
	=====		=====	
Average common shares outstanding		216.0		215.0
Average number of common share equivalents:				
Stock options		0.7		0.4
Performance shares		0.9		0.8
		-----		-----
Adjusted common equivalent shares outstanding-primary		217.6		216.2
		=====		=====
PRIMARY EARNINGS PER SHARE	\$1.81		\$1.69	
	=====		=====	
Fully Diluted Computations				

Net earnings	\$ 413		\$ 385	
Less: Dividend requirements on ESOP preferred shares, net of tax benefit on unallocated shares	-		-	
Less: Earnings impact of assumed ESOP preferred share conversion, net of tax benefit on unallocated shares	(14)		(13)	
	-----		-----	
Adjusted net earnings	\$ 399		\$ 372	
	=====		=====	
Average common and common equivalent shares-primary		217.6		216.2
Additional common share equivalents attributable to applications of the treasury stock method		-		0.1
Assumed conversion of ESOP preferred shares		12.1		12.6
		-----		-----
Adjusted common equivalent shares outstanding-fully diluted		229.7		228.9
		=====		=====
FULLY DILUTED EARNINGS PER SHARE	\$1.74		\$1.62	
	=====		=====	
AVERAGE ALLOCATED ESOP PREFERRED SHARES OUTSTANDING (IN MILLIONS) ...		2.8		2.1
		=====		=====

a/ ESOP preferred shares were anti-dilutive.
See Notes to Condensed Consolidated Financial Statements.

DAYTON HUDSON CORPORATION AND SUBSIDIARIES
 COMPUTATIONS OF RATIOS OF EARNINGS TO FIXED CHARGES AND
 RATIOS OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS FOR THE
 SIX MONTHS ENDED AUGUST 3, 1996 AND JULY 29, 1995
 AND FOR THE FIVE YEARS ENDED FEBRUARY 3, 1996

(MILLIONS OF DOLLARS)

	Six Months Ended		Fiscal Year Ended				
	Aug. 3, 1996	Jul. 29, 1995	Feb. 3, 1996	Jan. 28, 1995	Jan. 29, 1994	Jan. 30, 1993	Feb. 1, 1992
RATIO OF EARNINGS TO FIXED CHARGES:							
Earnings:							
Consolidated net earnings.....	\$ 142	\$ 39	\$ 311	\$ 434	\$ 375	\$ 383	\$ 301
Income taxes.....	93	26	190	280	232	228	171
Total earnings.....	235	65	501	714	607	611	472
Fixed charges:							
Interest expense.....	232	226	461	439	459	454	421
Interest portion of rental expense....	29	32	59	56	45	43	39
Total fixed charges.....	261	258	520	495	504	497	460
Less:							
Capitalized interest.....	(11)	(8)	(14)	(7)	(5)	(6)	(11)
Fixed charges in earnings.....	250	250	506	488	499	491	449
Earnings available for fixed charges....	\$ 485	\$ 315	\$1,007	\$1,202	\$1,106	\$1,102	\$ 921
Ratio of earnings to fixed charges.....	1.86	1.22	1.94	2.43	2.19	2.22	2.00
RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS:							
Total fixed charges, as above.....	\$ 261	\$ 258	\$ 520	\$ 495	\$ 504	\$ 497	\$ 460
Dividends on preferred stock (pre-tax basis).....	18	19	37	39	39	39	39
Total fixed charges and preferred stock dividends.....	279	277	557	534	543	536	499
Earnings available for fixed charges and preferred stock dividends.....	\$ 485	\$ 315	\$1,007	\$1,202	\$1,106	\$1,102	\$ 921
Ratio of earnings to fixed charges and preferred stock dividends.....	1.73	1.14	1.81	2.25	2.04	2.06	1.85

This schedule contains summary financial information extracted from Dayton Hudson Corporation's Form 10Q for the second quarter ended August 3, 1996 and is qualified in its entirety by reference to such financial statements.

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FEB-01-1997

FEB-04-1996

AUG-03-1996

221

0

1474

62

3228

5052

10401

2944

13012

3520

5297

72

54

0

3441

13012

11131

11131

8146

8146

2502

28

220

235

93

142

0

0

0

142

0.60

0.59