**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**
   Rice Derica W
   (Last) (First) (Middle)
   1000 NICOLLET MALL
   MINNEAPOLIS MN 55403
   (Street) (City) (State) (Zip)

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

5. **Relationship of Reporting Person(s) to Issuer**
   X Director 10% Owner
   Officer (give title below) Other (specify below)

3. **Date of Earliest Transaction (Month/Day/Year)**
   08/31/2020

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

6. **Individual or Joint/Group Filing (Check Applicable Line)**
   X 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>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. 6)</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>08/31/2020</td>
<td>A(1)</td>
<td>A</td>
<td>$0.0000</td>
<td>927</td>
<td>D</td>
<td>V</td>
</tr>
</tbody>
</table>

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

**Explanation of Responses:**
1. Award of restricted stock units pursuant to the Target Corporation 2020 Long-Term Incentive Plan.

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

**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.