

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>NEAL DIANE L</u> (Last) (First) (Middle) <u>22301 FOOTHILL BOULEVARD</u> (Street) <u>HAYWARD CA 94541</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TARGET CORP [TGT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/15/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>06/17/2004</u>	

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.0833 per share	06/15/2004		M		3,796	A	\$26.3438	3,796	D	
Common Stock, \$.0833 per share	06/15/2004		S		3,796	D	\$46	0	D	
Common Stock, \$.0833 per share	06/15/2004		M		4,432	A	\$33.8512	4,432	D	
Common Stock, \$.0833 per share	06/15/2004		S		4,432	D	\$46	0	D	
Common Stock, \$.0833 per share	06/15/2004		M		4,413	A	\$33.9956	4,413	D	
Common Stock, \$.0833 per share	06/15/2004		S		4,413	D	\$46	0	D	
Common Stock, \$.0833 per share								8,505.474	I	By 401(k) Plan ⁽¹⁾

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option ⁽²⁾	\$26.3438	06/15/2004		M			949	01/13/2000	01/13/2009	Common Stock	949	\$0	0	D	
Stock Option ⁽²⁾	\$26.3438	06/15/2004		M			949	01/13/2001	01/13/2009	Common Stock	949	\$0	0	D	
Stock Option ⁽²⁾	\$26.3438	06/15/2004		M			949	01/13/2002	01/13/2009	Common Stock	949	\$0	0	D	
Stock Option ⁽²⁾	\$26.3438	06/15/2004		M			949	01/13/2003	01/13/2009	Common Stock	949	\$0	0	D	
Stock Option ⁽³⁾	\$33.8512	06/15/2004		M			1,108	01/12/2001	01/12/2010	Common Stock	1,108	\$0	0	D	
Stock Option ⁽³⁾	\$33.8512	06/15/2004		M			1,108	01/12/2002	01/12/2010	Common Stock	1,108	\$0	0	D	
Stock Option ⁽³⁾	\$33.8512	06/15/2004		M			1,108	01/12/2003	01/12/2010	Common Stock	1,108	\$0	0	D	
Stock Option ⁽³⁾	\$33.8512	06/15/2004		M			1,108	01/12/2004	01/12/2010	Common Stock	1,108	\$0	0	D	
Stock Option ⁽³⁾	\$33.9956	06/15/2004		M			1,471	01/10/2002	01/10/2011	Common Stock	1,471	\$0	0	D	
Stock Option ⁽³⁾	\$33.9956	06/15/2004		M			1,471	01/10/2003	01/10/2011	Common Stock	1,471	\$0	0	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option ⁽³⁾	\$33.9956	06/15/2004		M			1,471	01/10/2004	01/10/2011	Common Stock	1,471	\$0	0	D	

Explanation of Responses:

- Shares held in the Target Corporation 401(k) Plan (the "401(k) Plan") as of January 31, 2004, subject to adjustments.
- Option granted under the Target Corporation Long-Term Incentive Plan of 1981 in a transaction exempt under Rule 16b-3.
- Option granted under the Target Corporation Long-Term Incentive Plan of 1999 in a transaction exempt under Rule 16b-3.

Jeffrey A. Proulx, Attorney-In-Fact 06/17/2004

** Signature of Reporting Person Date

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).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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.