

TARGET CORP  
Form 8-K  
October 05, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (date of earliest event reported): October 5, 2007

TARGET CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota  
(State or other jurisdiction  
of incorporation)

1-6049  
(Commission File  
Number)

No. 41-0215170  
(IRS Employer  
Identification No.)

1000 Nicollet Mall, Minneapolis, Minnesota 55403

(Address of principal executive offices) (Zip Code)

(612) 304-6073

(Registrant's telephone number, including area code)

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Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 9.01. Financial Statements and Exhibits

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (File No. 333-139870) filed by Target Corporation with the Securities and Exchange Commission. On October 5, 2007, Target Corporation issued \$1,250,000,000 aggregate principal amount of 6.500% Notes due 2037 (the Notes ). This Current Report is being filed in connection with the offer and sale of the Notes and to file with the Securities and Exchange Commission the documents and instruments attached hereto as exhibits.

(d) Exhibits

4.1 Form of 6.500% Notes due 2037.

5.1 Opinion of Faegre & Benson LLP.

fb.us.2332059.03

SIGNATURE

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, on October 5, 2007.

TARGET CORPORATION

By /s/ Timothy R. Baer  
Timothy R. Baer  
Executive Vice President, General Counsel and  
Corporate Secretary

[Form 8-K]

**Index to Exhibits**

| Exhibit No. | Description                     | Method of Filing           |
|-------------|---------------------------------|----------------------------|
| 4.1         | Form of 6.500% Notes due 2037.  | Electronic<br>Transmission |
| 5.1         | Opinion of Faegre & Benson LLP. | Electronic<br>Transmission |