TARGET CORP
Form DEFC14A
April 21, 2009

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

Target Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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1000 Nicollet Mall
Minneapolis, Minnesota 55403
(612) 304-6073

PROXY STATEMENT
Annual Meeting of Shareholders
May 28, 2009

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To Our Shareholders:

You are cordially invited to attend Target Corporation's 2009 Annual Meeting of Shareholders. The Annual Meeting will be held at 1:00 p.m., Central Daylight Time, on Thursday, May 28, 2009 at the Target Store located at 1250 West Sunset Drive, Waukesha, Wisconsin. Details regarding admission to the Annual Meeting and the business to be conducted are more fully described in the accompanying Notice of Annual Meeting of Shareholders and Proxy Statement.

At this year's Annual Meeting, you will be asked to determine that the number of directors constituting our Board of Directors shall be 12, to elect the Class III directors to our Board of Directors for three-year terms, to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm, to approve the performance measures available under the Target Corporation Long-Term Incentive Plan, and to act on the shareholder proposal in the Proxy Statement, if presented at the Annual Meeting.

We hope you will be able to attend the Annual Meeting, but if you cannot do so, it is important that your shares be represented. We urge you to read the proxy statement carefully, and to use the WHITE proxy card to vote for the Board of Director's nominees by telephone or Internet, or by signing, dating, and returning the enclosed WHITE proxy card in the postage-paid envelope provided, whether or not you plan to attend the Annual Meeting. Instructions are provided on the WHITE proxy card.

You should know that Pershing Square Capital Management, L.P. and certain affiliated entities, a group of hedge funds led by William Ackman that own Target shares and derivative securities ("Pershing Square"), have stated their intention to propose five alternative director nominees for election at the Annual Meeting in opposition to the Board's recommended nominees.

We strongly urge you to vote for the nominees proposed by the Board by using the enclosed **WHITE** proxy card and not to return any proxy card sent to you by Pershing Square. If you vote using a gold proxy card sent to you by Pershing Square, you can subsequently revoke it by using the **WHITE** proxy card to vote by telephone or Internet, or by signing, dating and returning the **WHITE** proxy card in the postage-paid envelope provided. Only your last-dated proxy will count any proxy may be revoked at any time prior to its exercise at the Annual Meeting as described in the Proxy Statement.

Thank you for your continued support. If you have any questions, please contact MacKenzie Partners, Inc. or Georgeson, which are assisting us in connection with this year's Annual Meeting, at 800-322-2885 or at 866-295-8105.

Sincerely,

Gregg Steinhafel
Chairman of the Board, Chief Executive Officer and President

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VOTING METHODS

The accompanying proxy statement describes important issues affecting Target Corporation ("Target"). To vote:

1. BY INTERNET

a. Go to the web site identified on your WHITE proxy card or voting instruction form, 24 hours a day, seven days a week by the deadline set forth below.

b. Enter the control number that appears on your WHITE proxy card or voting instruction form.

c. Follow the simple instructions.

2. BY TELEPHONE

a. On a touch-tone telephone, call the toll-free number identified on your WHITE proxy card or voting instruction form, 24 hours a day, seven days a week by the deadline set forth below.

b. Enter the control number that appears on your WHITE proxy card or voting instruction form.

c. Follow the simple recorded instructions.

3. **BY MAIL**

a. Mark your selections on the enclosed WHITE proxy card.

b. Date and sign your name exactly as it appears on your WHITE proxy card.

c. Mail the WHITE proxy card in the enclosed postage-paid envelope.

In order to vote by internet or by telephone, you must follow the relevant instructions above and vote by the following deadlines:

For shareholders of record, 1:00 p.m. Eastern Daylight Time on May 28, 2009.

For shareholders holding shares through an intermediary (other than the Target 401(k) Plan), such as a bank or broker, 11:59 p.m. Eastern Daylight Time on May 27, 2009.

For shareholders holding shares in the Target 401(k) Plan, 6:00 a.m. Eastern Daylight Time on May 26, 2009.

If you are a shareholder of record, you may vote by Internet by going to the web site *http://proxy.georgeson.com* or by telephone by calling 1-800-732-6167. If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record that you must follow in order for your shares to be voted.

Your vote is important. Thank you for voting.

ADMISSION POLICY

All shareholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting. You must reserve an admission ticket in order to attend. If you are a shareholder of record and plan to attend, please contact Target's Investor Relations Department by email at investorrelations@target.com or by telephone at (612) 761-6742 to reserve a ticket. Your ticket will be available for pick-up at the meeting. If you hold shares through an intermediary, such as a bank or broker, and you plan to attend, you will need to send a written request for a ticket either by regular mail, fax or email, along with proof of share ownership, such as a bank or brokerage firm account statement or a letter from the broker, trustee, bank or nominee holding your shares, confirming ownership to: Investor Relations, Target Corporation, 1000 Nicollet Mall, TPN-1146, Minneapolis, MN 55403 (fax: 612-761-5555 or email: investorrelations@target.com). Requests to reserve admission tickets will be processed in the order in which they are received and must be received no later than May 25, 2009.

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NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to be held on May 28, 2009.

The proxy statement and annual report are available at www.envisionreports.com/TGT.

YOUR VOTE IS EXTREMELY IMPORTANT THIS YEAR IN LIGHT OF THE PROXY CONTEST BEING CONDUCTED BY PERSHING SQUARE.

Your vote is very important to Target. Whether or not you plan to attend the meeting and regardless of the number of shares of common stock that you own, Target urges you to vote to determine that the number of directors constituting the Board of Directors shall be 12 and in favor of the nominees of your Board of Directors by promptly marking, signing, dating and returning the enclosed WHITE proxy card and returning it to us in the accompanying postage-paid envelope or by voting by Internet or telephone as described under "Voting Methods" above.

Target urges you not to sign any proxy card that may be sent to you by Pershing Square. If you have previously returned a gold proxy card to Pershing Square, you may change your vote by marking, signing, dating and returning the enclosed WHITE proxy card in the accompanying postage-paid envelope or by voting by Internet or telephone as described under "Voting Methods" above. Only the latest dated proxy you submit will be counted.

If you have any questions about your voting of shares, please contact the Target proxy solicitors, Georgeson and MacKenzie Partners, Inc., toll free at 1-866-295-8105 or 1-800-322-2885 or by e-mail at TGTinfo@georgeson.com or TGTinfo@mackenziepartners.com.

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME	1:00 p.m. Central Daylight Time, on Thursday, May 28, 2009
PLACE	Target Store 1250 West Sunset Drive Waukesha, Wisconsin 53189-8423 This location allows us to showcase our latest general merchandise store design in the latter stages of construction prior to opening. This store is scheduled to open in July 2009. The near-completed construction status of this store also provides sufficient space to accommodate shareholders for our Annual Meeting.
MEETING FORMAT	The meeting will include prepared remarks by our Chairman, President and CEO, followed by a live, interactive question and answer session with senior executives. Cameras and recording devices are not permitted at the meeting.
ITEMS OF BUSINESS	(1) To determine that the number of directors constituting our Board of Directors shall be 12. (2) To elect the Class III directors for three-year terms. (3) To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm. (4) To approve the performance measures available under the Target Corporation Long-Term Incentive Plan. (5) To act on the shareholder proposal in this proxy statement, if presented at the meeting.
RECORD DATE	You may vote if you are a shareholder of record at the close of business on March 30, 2009.
ANNUAL REPORT	Our 2008 Annual Report, which is not part of the proxy soliciting material, is available at *www.envisionreports.com*.
PROXY VOTING	It is important that your shares be represented and voted at the Annual Meeting. Please vote in one of these three ways: (1) VISIT THE WEB SITE shown under "Voting Methods" and have the enclosed WHITE proxy card in hand to vote through the Internet, (2) USE THE TOLL-FREE TELEPHONE NUMBER shown under "Voting Methods" and have the enclosed WHITE proxy card in hand, **OR** (3) MARK, SIGN, DATE AND PROMPTLY RETURN the enclosed WHITE proxy card in the postage-paid envelope. Any proxy may be revoked at any time prior to its exercise at the Annual Meeting. Pershing Square has stated its intention to propose five alternative director nominees for election at the Annual Meeting.

Timothy R. Baer
Corporate Secretary

Approximate Date of Mailing of Proxy Material:
April 23, 2009

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PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
May 28, 2009

The Board of Directors of Target Corporation solicits the enclosed proxy for the Annual Meeting of Shareholders to be held at the Target Store, 1250 West Sunset Drive, Waukesha, Wisconsin on Thursday, May 28, 2009, at 1:00 p.m. Central Daylight Time, and for any adjournment thereof.

GENERAL INFORMATION ABOUT THE MEETING AND VOTING

What is the purpose of the Annual Meeting?

At our Annual Meeting, shareholders will act upon the matters described in the accompanying notice of meeting. In addition, our management will report on Target's performance during fiscal 2008 and respond to questions from shareholders.

Who may vote?

We have one class of voting shares outstanding. Only shareholders of record at the close of business on the record date, March 30, 2009, are entitled to receive notice of the Annual Meeting and to vote the shares of common stock that they held on the record date. Each share of common stock will have one vote on each matter to be voted on.

Will there be a proxy contest for the election of directors at the Annual Meeting?

Pershing Square, a group of affiliated hedge funds that own Target shares and derivative securities, has stated its intention to propose five alternative director nominees for election at the Annual Meeting. We believe that the current Board, with its breadth of relevant and diverse experience, represents the best interests of our shareholders and that the four directors nominated by the Board should be re-elected. The Board unanimously recommends a vote *FOR* each of the Board's four nominees for director on the enclosed WHITE proxy card.

The Pershing Square nominees have NOT been endorsed by our Board of Directors. We are not responsible for the accuracy of any information provided by or relating to Pershing Square contained in any proxy solicitation materials filed or disseminated by, or on behalf of, Pershing Square or any other statements that Pershing Square may otherwise make.

Who may attend the Annual Meeting?

All shareholders as of the record date, or their duly appointed proxies, may attend the Annual Meeting. If you are a shareholder of record and plan to attend, please contact Target's Investor Relations Department by email at investorrelations@target.com or by telephone at (612) 761-6742 to reserve a ticket. If you hold shares through an intermediary, such as a bank or broker, and you plan to attend, you will need to send a written request for a ticket either by regular mail, fax or email, along with proof of share ownership, such as a bank or brokerage firm account statement or a letter from the broker, trustee, bank or nominee holding your shares, confirming ownership to: Investor Relations, Target Corporation, 1000 Nicollet Mall, TPN-1146, Minneapolis, MN 55403 (fax: 612-761-5555 or email: investorrelations@target.com). Requests to reserve admission tickets will be processed in the order in which they are received and must be received no later than May 25, 2009. Cameras and recording devices are not permitted at the meeting.

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What constitutes a quorum?

The presence at the meeting, in person or by proxy, of the holders of a majority of our common stock outstanding on the record date will constitute a quorum, permitting the meeting to conduct its business. As of the record date, 752,336,151 shares of our common stock were outstanding. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting for purposes of determining whether there is a quorum.

May I vote by proxy card, by telephone or through the Internet?

You may vote by completing and properly signing the enclosed WHITE proxy card and returning it to us in the envelope provided. If you are a registered shareholder (those whose shares are owned in their name and not in "street name") and attend the meeting, you may deliver your completed WHITE proxy card in person. In addition, registered shareholders may vote either by telephone or through the Internet by following the instructions under "Voting Methods." "Street name" shareholders should follow the voting instructions on the proxy form received from the institution that holds their shares. We urge you to disregard any proxy card that Pershing Square may send you.

May I vote confidentially?

Subject to the exceptions described below, our policy is to treat all shareholder meeting proxies, ballots and voting tabulations of a shareholder confidentially, if the shareholder has requested confidentiality on the proxy or ballot.

If you so request, your proxy will not be available for examination and your vote will not be disclosed prior to the tabulation of the final vote at the Annual Meeting, except (i) to meet applicable legal requirements, (ii) to allow the independent election inspectors to count and certify the results of the vote or (iii) if there is a proxy solicitation in opposition to the Board of Directors, based upon an opposition proxy statement filed with the Securities and Exchange Commission (SEC). Because of Pershing Square's planned proxy solicitation, our confidential-voting policy will not apply this year unless Pershing Square withdraws its nominees. The independent election inspectors may at any time inform us whether or not a shareholder has voted.

May I change my vote?

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised by filing with an officer of Target either a notice of revocation or a duly executed proxy bearing a later date. Alternatively, regardless of the means by which you submitted your proxy, you may change your vote by telephone or through the Internet by following the instructions under "Voting Methods." The powers of the proxy holders will be terminated if you attend the meeting in person and provide a written notice of revocation of your proxy. Attendance at the meeting will not by itself revoke a previously granted proxy.

If you have previously signed a gold proxy card sent to you by Pershing Square, you may change your vote by marking, signing, dating and returning the enclosed WHITE proxy card in the accompanying postage-paid envelope or by voting by telephone or through the Internet by following the instructions under "Voting Methods."

How does the Board recommend I vote?

In summary, the Board of Directors recommends a vote:

FOR the determination that the number of directors constituting our Board of Directors shall be 12 (see pages 7-8);

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FOR election of its director nominees (see pages 8-16);

FOR ratification of the appointment of Ernst & Young LLP as Target's independent registered public accounting firm (see pages 54-55);

FOR approval of the performance measures available under the Target Corporation Long-Term Incentive Plan (see pages 56-59); and

AGAINST the shareholder proposal in this proxy statement (see pages 60-62).

Unless you give instructions on your WHITE proxy card, the persons named as proxy holders on the WHITE proxy card will vote in accordance with the recommendations of the Board of Directors. The Board's full recommendation is set forth in the description of each item in this proxy statement. With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the Board of Directors or, if no recommendation is given, in their own discretion.

What should I do if I receive a gold proxy card from Pershing Square?

Pershing Square has stated its intention to propose five alternative director nominees for election at the Annual Meeting. You may receive proxy solicitation materials from Pershing Square, including an opposition proxy statement and gold proxy card. Our Board of Directors urges you not to sign or return any proxy card sent to you by Pershing Square. If you have previously voted using the gold proxy card sent to you by Pershing Square, you have every right to change your vote by executing the WHITE proxy card or by voting by telephone or through the Internet by following the instructions under "Voting Methods." Only the latest dated proxy you submit will be counted.

What does it mean if I receive more than one WHITE proxy card?

If you hold your shares in multiple registrations, or in both registered and street name, you will receive a WHITE proxy card for each account. Please sign, date and return all WHITE proxy cards you receive. If you choose to vote by phone or by Internet, please vote once for each WHITE proxy card you receive. Only your latest dated proxy for **each** account will be voted.

If Pershing Square proceeds with its previously announced proxy contest, you may also receive an opposition proxy statement and gold proxy card from Pershing Square. In this event, to ensure shareholders have our latest proxy information and materials to vote, we will conduct multiple mailings prior to the Annual Meeting date. We will send you a new WHITE proxy card with each mailing, regardless of whether you have previously voted. The latest dated proxy you submit will be counted.

To vote as the Board of Directors recommends, shareholders must use the WHITE proxy card or vote by telephone or through the Internet by following the instructions under "Voting Methods." Voting against any Pershing Square nominees on the gold proxy card will not be counted as a vote for the Board's nominees and will result in the revocation of any previous vote you may have cast on the WHITE proxy card. If you wish to vote pursuant to the recommendation of the Board of Directors, you should disregard any proxy card you receive other than the WHITE proxy card. If you have previously voted using the gold proxy card sent to you by Pershing Square, you have every right to change your vote by executing the WHITE proxy card or by voting by telephone or through the Internet by following the instructions under "Voting Methods." Only the latest dated proxy you submit will be counted.

How many votes are required to approve each item?

Election of Directors. Because of Pershing Square's plans to propose alternative director nominees, there will be more nominees than available positions and directors will be elected on a plurality basis. In other words, the four candidates receiving the highest number of "For" votes will be elected if Item One is approved, and the five candidates receiving the highest number of "For" votes will be elected if Item One is not approved. Accordingly, a vote "Against" a nominee will have no effect on the election of that nominee unless Pershing Square withdraws its nominees on or prior to the day before we mail this proxy statement to shareholders, although signing a Pershing Square proxy card in which you vote against any Pershing Square nominee will revoke any previous vote you may have cast on the WHITE proxy card, and signing a WHITE proxy card in which you vote "Against" any of the Board's recommended nominees will revoke any previous vote you may have cast on the Pershing Square proxy card. A properly executed proxy marked "Abstain" with respect to the election of a director nominee will be counted for purposes of determining whether there is a quorum, but will not be considered to have been voted for or against the director nominee. If Item One is rejected, five nominees will be elected to serve as Class III directors. In that event, if you used the WHITE proxy card or voted by telephone or through the Internet following the instructions under "Voting Methods" to vote on the election of our four director nominees and have not revoked that proxy, you will not be able to vote for a fifth nominee to fill the additional seat that would exist.

In the event that Pershing Square withdraws its nominees on or prior to the day before we mail this proxy statement to shareholders, our articles of incorporation provide for a "majority vote" standard for director elections. Under this standard, a director nominee must receive more votes "For" his or her election than "Against" votes to be elected. If this standard applies and a director nominee who is an incumbent receives an equal or greater number of "Against" votes than "For" votes, the director nominee will remain on the board until he or she resigns. Our Corporate Governance Guidelines require an incumbent director who receives an equal or greater number of "Against" votes than "For" votes to promptly offer to tender his or her resignation. The Nominating Committee will make a recommendation on the offer and the other directors must accept or reject the offer within 90 days and publicly disclose their decision and rationale. If Pershing Square withdraws its nominees on or prior to the date we mail this proxy statement, such that the "majority vote" standard applies for the election of directors, we will promptly disclose this fact in a press release that we will issue and file with the SEC. In addition, we will mail a copy of the press release to our shareholders with the proxy statement or in a supplemental mailing.

Other Items. For all other matters described in this proxy statement (including Items One, Three, Four and Five) and any other items that properly come before the meeting, the affirmative vote of the greater of (i) a majority of the outstanding shares of our common stock present in person or by proxy and entitled to vote on the item at the Annual Meeting and (ii) a majority of the minimum number of shares entitled to vote that would constitute a quorum for the transaction of business at the Annual Meeting, will be required for approval provided that a quorum is present in person or by proxy. A properly executed proxy marked "Abstain" with respect to any such matter will be counted for purposes of determining whether there is a quorum and will be considered present in person or by proxy and entitled to vote. Accordingly, an abstention will have the effect of a negative vote. Pursuant to our restated articles of incorporation, as amended, the foregoing vote requirement applies to Item One regarding the determination that the number of directors on our Board of Directors shall be 12 because our Board has unanimously approved this determination.

What is a broker non-vote?

If you hold your shares in street name and do not provide voting instructions to your broker, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote. In this situation, a "broker non-vote" occurs. Shares constituting broker non-votes are not counted or deemed to be present or represented for the purpose of determining whether shareholders have approved a matter, but they are counted as present for the purpose of determining a quorum at the Annual Meeting.

If Pershing Square does not withdraw its competing candidates for the Board of Directors, the vote on Item One to determine the number of directors that constitutes our Board of Directors and this year's election of directors will be considered proposals on which your broker does not have discretionary

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authority to vote. Thus, if your shares are held in street name and you do not provide instructions as to how your shares are to be voted to determine the number of directors and in the election of directors, your broker or other nominee may not be able to vote your shares in these matters, and your shares may not be voted for any of the nominees. We urge you to provide instructions to your broker or nominee so that your votes may be counted on this important matter. You should vote your shares by following the instructions provided on the voting instruction card that you receive from your broker.

What if other matters are presented for determination at the Annual Meeting?

As of the date of this proxy statement, we know of no matters that will be presented for determination at the meeting other than those referred to herein. If any other matters properly come before the meeting calling for a vote of shareholders, proxies in the enclosed WHITE form returned to us or voted by telephone or through the Internet will be voted in accordance with the recommendation of the Board of Directors or, in the absence of such a recommendation, in accordance with the judgment of the proxy holders.

Who pays the expenses incurred in connection with the solicitation of proxies?

Expenses in connection with the solicitation of proxies will be paid by us. In addition to sending you these materials, some of our directors and officers as well as management and non-management employees may contact you by telephone, mail, email or in person. You may also be solicited by means of news releases issued by Target, postings on our web site, www.target.com, and advertisements in periodicals. None of our officers or employees will receive any extra compensation for soliciting you. We have retained Georgeson and MacKenzie Partners, Inc. to act as proxy solicitors for aggregate total fees estimated to be $1.5 million, plus reimbursement of out-of-pocket expenses.

Georgeson and MacKenzie Partners expect that approximately 75 and 75 of their employees, respectively, will assist in the solicitation. They will ask brokerage houses and other custodians and nominees whether other persons are beneficial owners of Target common stock. If so, we will reimburse banks, nominees, fiduciaries, brokers and other custodians for their costs of sending the proxy materials to the beneficial owners of Target common stock.

Our total expenses, including those of Georgeson and MacKenzie Partners, related to the solicitation in excess of those normally spent for an annual meeting as a result of the potential proxy contest and excluding salaries and wages of our regular employees and officers are expected to be approximately $11.1 million, of which approximately $5.1 million has been spent to date. Appendix A sets forth information relating to our director nominees as well as certain of our directors, officers and employees who are considered "participants" in our solicitation under the rules of the SEC by reason of their position as directors or director nominees of Target or because they may be soliciting proxies on our behalf.

How will shares in the Target 401(k) Plan be voted?

This proxy statement is being used to solicit voting instructions from participants in the Target 401(k) Plan with respect to shares of our common stock that are held by the trustee of the plan for the benefit of plan participants. If you are a plan participant and also own shares as a record holder, you will separately receive proxy materials to vote the shares you hold as a record holder. Shares held in the plan that are entitled to vote will be voted by the plan trustee in proportion to participant instructions. If you are a plan participant, you must instruct the plan trustee to vote your shares by utilizing one of the methods described on the voting-instruction form that you receive in connection with your shares held in the plan. If you do not give voting instructions, the trustee will vote the shares allocated to your personal account in proportion to the instructions actually received by the trustee from participants who give voting instructions.

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How may I get additional copies of the Annual Report?

Our Annual Report for the fiscal year ended January 31, 2009, including financial statements, has already been mailed to our shareholders. The Annual Report is also available online at www.target.com (click on "Investors" and "Annual Reports"). For additional printed copies, please contact our Investor Relations representative by email at investorrelations@target.com, by mail at the address listed on the cover of this proxy statement, Attention: Investor Relations, or online at www.target.com (click on "Investors," then "Shareholder Services" and "Request Materials").

How may I access or receive materials electronically?

As described more specifically in the immediately preceding question, you can access our proxy materials, Annual Report and other periodic reports and information under the "Investors" section of our web site, www.target.com. You can also register at this same location to receive email alerts, which we send to registered users when new information is posted on our web site (click on "E-Mail Alerts"). Shareholders may request electronic delivery of our proxy materials and Annual Report online at www.target.com (click on "Investors" and "Enroll for E-Delivery"). To receive other shareholder information, contact us via email at investorrelations@target.com.

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ITEM ONE DETERMINE THAT THE NUMBER OF DIRECTORS CONSTITUTING OUR BOARD OF DIRECTORS SHALL BE 12

Proxies solicited by the Board of Directors will, unless otherwise directed, be voted to determine, pursuant to our restated articles of incorporation, as amended, that the number of directors constituting our Board of Directors shall be 12. Under our restated articles of incorporation, as amended, our corporation is managed by or under the direction of a Board of Directors consisting of not less than five nor more than 21 persons. The specific number of directors of which our Board consists changes from time to time. We believe the number of directors serving at any time is the number of directors constituting our Board of Directors. Currently, that number is 12, with four directors in each of our three classes. When a director dies or resigns, our Board of Directors consists of one fewer director unless and until the Board or the shareholders take action to increase the size of the Board. For example, following the resignation of Robert J. Ulrich, our former Chairman and Chief Executive Officer, we believe that our Board of Directors, which had consisted of 13 directors, became a Board of Directors consisting of 12 directors. While our restated articles of incorporation provide that the Board of Directors may fill a vacancy, they do not require our Board of Directors to do so. When Mr. Ulrich resigned from our Board, our Board did not fill the vacancy because of its desire that only one executive officer of the company serve on the Board. Both Mr. Ulrich and Mr. Steinhafel served on our Board from January 10, 2007, to January 31, 2009, to facilitate the transition from Mr. Ulrich to Mr. Steinhafel as CEO. When Mr. Steinhafel was added to the Board, it was the Board's intention that Mr. Steinhafel would be the sole management director upon Mr. Ulrich's retirement following the transitional period. As a result, in our opinion the number of directors constituting our Board following Mr. Ulrich's resignation was 12. Subsequent to the decision not to fill the vacancy, our Board did not take any action to increase the number of directors back to 13. When our Board of Directors, acting upon the recommendation of our Nominating Committee, proposed four nominees for election as Class III directors at the Annual Meeting, it took this action so that the total number of directors serving on our Board would continue to be 12.

Pershing Square disagrees with our analysis and has taken the position that the number of directors on our Board of Directors is 13, despite Mr. Ulrich's resignation, because it asserts that the size of the Board was not decreased by our shareholders after Mr. Ulrich resigned from the Board on January 31, 2009. We disagree with Pershing Square's position and believe that the number of directors on our Board is 12 because our Board currently consists of 12 directors, with four directors in each class, which is consistent with the election by our shareholders of four Class III directors in 2006, four Class I directors in 2007 and four Class II directors in 2008. Pershing Square suggested that we resolve this dispute through arbitration; however, since our shareholders have the authority to determine the number of directors that constitutes our Board of Directors, we believe that our shareholders should have the opportunity to resolve this matter.

We are therefore seeking shareholder approval for this proposal to formally determine that the number of directors is 12. Accordingly, approval of this proposal will avoid the cost of resolving the dispute between us and Pershing Square and establish that the number of directors on our Board of Directors is 12. Our Board of Directors or shareholders may increase the number of directors on our Board of Directors at any time in accordance with the terms of our restated articles of incorporation, as amended. We believe that a decrease in the number of directors serving on our Board of Directors may occur due to a death or resignation of a director without necessitating shareholder approval to maintain a number of directors on the Board equal to the number on the Board immediately following the death or resignation, unless the vacancy caused by such death or resignation is filled by our Board. Pershing Square disagrees with our conclusion. Pursuant to our restated articles of incorporation, as amended, the number of directors constituting our Board of Directors may not be decreased, without shareholder approval, if the effect of such decrease would eliminate a seat then occupied by a director.

If this proposal is not approved by our shareholders, we will interpret the rejection of this proposal as our shareholders' decision to accept Pershing Square's position. Rejection of this proposal would thus have the effect of ensuring election of at least one of the alternative director nominees proposed by Pershing Square, if Pershing Square continues to propose a fifth nominee, because it would create an additional seat for which we are not proposing a nominee. Any such fifth nominee would be elected because the same plurality voting standard that applies to the election of the four nominees would apply to the fifth nominee. Accordingly, it is very important to us that you vote "For" this proposal. We are not proposing a fifth nominee because we believe our Board of 12 incumbent directors contains the breadth of relevant and diverse experience necessary to serve the best interests of our shareholders. If Item One is rejected, five nominees will be elected to serve as Class III directors. In that event, if you used the WHITE proxy card or voted by telephone or through the Internet following the instructions under "Voting Methods" to vote on the election of our four director nominees and have not revoked that proxy, you will not be able to vote for a fifth nominee to fill the additional seat that would exist.

The determination that the number of directors constituting our Board of Directors shall be 12 has been unanimously approved by our Board.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE DETERMINATION THAT THE NUMBER OF DIRECTORS CONSTITUTING OUR BOARD OF DIRECTORS SHALL BE 12.

ITEM TWO ELECTION OF DIRECTORS

Proxies solicited by the Board of Directors will, unless otherwise directed, be voted for the election of four nominees to serve as Class III directors for three-year terms expiring in 2012 and until their successors are elected. The four nominees are Mary N. Dillon, Richard M. Kovacevich, George W. Tamke, and Solomon D. Trujillo. All of the nominees are currently directors and have consented to be named in this proxy statement and to serve if elected.

The Board of Directors has no reason to believe that any of the nominees is unable to serve or will not serve if elected. If for any reason a nominee becomes unable to serve or for good cause will not serve if elected, the Nominating Committee of our Board of Directors may designate substitute nominees, in which event the shares represented by proxies returned to us will be voted for such substitute nominees. If the Nominating Committee designates any substitute nominees, we will file an amended proxy statement that, as applicable, identifies the substitute nominees, discloses that such nominees have consented to being named in the revised proxy statement and to serve if elected, and includes certain biographical and other information about such nominees required by SEC rules.

Our restated articles of incorporation, as amended, provide that our business and affairs will be managed by, or under the direction of, a Board of Directors consisting of not fewer than five or more than 21 persons. Directors are divided into three classes with one class elected each year for a term of three years. The number of directors currently serving on the Board of Directors is 12, including four Class I directors whose terms expire at the 2010 Annual Meeting, four Class II directors whose terms expire at the 2011 Annual Meeting, and four Class III directors whose terms expire at this Annual Meeting.

As described below in the summary of our Nominating Committee's process under "General Information About the Board of Directors Committees," our Nominating Committee considers nominees who, together with our other Board members, provide a broad perspective, experience, knowledge and independence of judgment. Our Nominating Committee believes our Board members should have a predominance of business backgrounds that can bring a different set of experiences and perspectives to the Board. Our Nominating Committee also desires a regional balance, and a high degree of interest and involvement. Our Nominating Committee applied these factors to our Board and determined that our 12 incumbent directors, including our four nominees, have the breadth of relevant and diverse experience necessary to serve the best interests of our shareholders. Our four nominees have been very productive directors who have each made meaningful contributions to our Board.

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Pershing Square has stated its intention to propose five alternative director nominees for election at the Annual Meeting. The Board unanimously recommends a vote *FOR* each of the Board's four nominees for director on the enclosed WHITE proxy card.

If Item One is rejected, five nominees will be elected to serve as Class III directors. This will ensure that at least one of the alternative director nominees proposed by Pershing Square will be elected, if Pershing Square continues to propose a fifth nominee, because it would create an additional seat for which we are not proposing a nominee. In addition, if you used the WHITE proxy card or voted by telephone or through the Internet following the instructions under "Voting Methods" to vote on the election of our four director nominees and have not revoked that proxy, you will not be able to vote for a fifth nominee to fill the additional seat that would exist.

Following is information regarding the nominees and continuing directors, including information furnished by them as to their principal occupations. See page 22 for a table showing the number of shares of Target common stock beneficially owned by each director as of March 20, 2009.

Director	Principal Occupation and Other Information	Age	Director Since
Roxanne S. Austin Class II Term expires in 2011	Roxanne S. Austin is President of Austin Investment Advisors, a private investment and consulting firm, a position she has held since January 2004. She is a director of Abbott Laboratories, Teledyne Technologies Incorporated and LM Ericsson Telephone Company.	48	2002
Calvin Darden Class I Term expires in 2010	Calvin Darden is Chairman of the Atlanta Beltline, Inc., an urban revitalization project for the City of Atlanta, a position he has held since February 2006. He previously served as Senior Vice President of U.S. Operations of United Parcel Service of America, Inc., an express carrier and package delivery company, until his retirement in February 2005. He joined UPS in 1971 and held various operational and managerial positions throughout his career with UPS. He is a director of Coca-Cola Enterprises, Inc. and Cardinal Health Corp.	59	2003

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Director	Principal Occupation and Other Information	Age	Director Since
Mary N. Dillon Class III Nominee for term Expiring in 2012	Mary N. Dillon is Executive Vice President and Global Chief Marketing Officer of McDonald's Corporation, a global restaurant company, a position she has held since October 2005. Prior to joining McDonald's, Ms. Dillon was President of the Quaker Foods division of PepsiCo Corporation from September 2004 to September 2005.	47	2007
James A. Johnson Class II Term expires in 2011	James A. Johnson is Vice Chairman of Perseus, LLC, a merchant banking private equity firm, a position he has held since April 2001. He is a director of The Goldman Sachs Group, Inc. and Forestar Real Estate Group, Inc.	65	1996
Richard M. Kovacevich Class III	Richard M. Kovacevich is Chairman of the Board of Wells Fargo & Company, a banking and financial services company, a position he has held since April 2001. He also served as Chief Executive Officer of Wells Fargo & Company from 1998 until June 2007. He is also a director of Cargill, Inc. and Cisco Systems, Inc.	65	1996

Nominee for term
Expiring in 2012

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Director	Principal Occupation and Other Information	Age	Director Since
Mary E. Minnick Class II Term expires in 2011	Mary E. Minnick is a partner of Lion Capital, a private investment firm, a position she has held since May 2007. Prior to joining Lion Capital, she completed a 23-year career with the Coca-Cola Company, a manufacturer, marketer and distributor of nonalcoholic beverage concentrates and syrups, in February 2007. At Coca-Cola, she served in a variety of global executive positions ranging from general management to marketing. Most recently, she was Executive Vice President and President of Marketing, Strategy and Innovation.	49	2005
Anne M. Mulcahy Class I Term expires in 2010	Anne M. Mulcahy is Chairman of the Board and Chief Executive Officer of Xerox Corp., a document management company. She joined Xerox in 1976 and has held various management positions in marketing, human resources and operations. In August 2001 she was elected Chief Executive Officer and in January 2002 she was elected Chairman of the Board. She is also a director of Citigroup Inc., Fuji Xerox Co. Ltd. and The Washington Post Company.	56	1997
Derica W. Rice Class II Term expires in 2011	Derica W. Rice is Senior Vice President and Chief Financial Officer of Eli Lilly and Company, a pharmaceutical company, a position he has held since May 2006. From July 2003 to May 2006 he served as Eli Lilly's Vice President and Controller.	44	2007

Stephen W. Sanger Class I Term expires in 2010	Stephen W. Sanger is the retired Chief Executive Officer and Chairman of the Board of General Mills, Inc., a consumer food products company. He served as Chief Executive Officer of General Mills from 1995 to September 2007, and as Chairman of the Board from 1995 to May 2008. He is a director of Wells Fargo & Company and Pfizer, Inc.	63	1996

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Director	Principal Occupation and Other Information	Age	Director Since
Gregg W. Steinhafel Class I Term expires in 2010	Gregg W. Steinhafel is Chairman of the Board, Chief Executive Officer and President of Target. He has been Chief Executive Officer since May 2008 and President since August 1999. He became Chairman on February 1, 2009. He began his career at Target as a merchandising trainee in 1979. Since that time, he has held various management positions with Target. He is also a director of The Toro Co.	54	2007
George W. Tamke Class III Nominee for term expiring in 2012	George W. Tamke is a Partner with Clayton, Dubilier & Rice, Inc., a private investment firm, a position he has held since March 2000. He is a director of Culligan Ltd., Hertz Global Holdings, Inc. and ServiceMaster Global Holdings, Inc.	61	1999
Solomon D. Trujillo Class III	Solomon D. Trujillo is Chief Executive Officer and a director of Telstra Corporation Limited, a telecommunications company, positions he has held since July 2005. He has announced that he will be leaving Telstra on June 30, 2009. From February 2003 to March 2004 he served as Chief Executive Officer of Orange S.A., a telecommunications company.	57	1994

Nominee for term expiring in 2012

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GENERAL INFORMATION ABOUT THE BOARD OF DIRECTORS

Director Independence

The Board of Directors believes that a preponderance of its members should be independent directors. The Board annually reviews all relationships that directors have with Target to affirmatively determine whether the directors are independent. If a director has a material relationship with Target, that director is not independent. The listing standards of the New York Stock Exchange (NYSE) set forth certain relationships that, if present, preclude a finding of independence. To assist the Board in making its independence determination, the Board has determined that the following relationships will be considered categorically immaterial and will not, by themselves, impair a director's independence:

- If the director or any of the director's immediate family members is an executive officer of another company that does business with Target and the annual payments by Target to, or the receipt of payments by Target from, such other company is less than the greater of (i) $1,000,000 or (ii) two percent of the annual consolidated gross revenues of such other company.

- If the director or any of the director's immediate family members is an executive officer of another company from which Target has obtained loans, if the relationship was entered into in the ordinary course of business and on terms substantially consistent with prevailing market conditions.

- If the director or any of the director's immediate family members is an executive officer of a foundation, university or other not-for-profit organization that receives from either Target or Target's foundation contributions less than the greater of (i) $1,000,000 or (ii) two percent of the not-for-profit organization's aggregate annual charitable receipts during its fiscal year. For this purpose, any automatic matching of employee charitable contributions by Target or its foundation is not included in determining Target's contributions.

- If the relationship arises solely because the director or any of the director's immediate family members is a director, the owner of a less than 10% equity interest, or both, of another entity that has a business relationship with Target.

In making its independence determination the Board specifically considered the following transactions and relationships, all of which were entered into in the ordinary course of business:

- Mary Dillon is an executive officer of McDonald's Corporation. Target's purchases from McDonald's amounted to less than ..01% of McDonald's revenue in each of the past three fiscal years.

- Richard Kovacevich is an executive officer of Wells Fargo. Target has various ongoing banking relationships with Wells Fargo, all on terms consistent with prevailing market conditions. The total payments by Target for fees and finance charges amounted to less than .02% of Wells Fargo's revenue in each of the past three fiscal years.

- Mary Minnick is a partner of Lion Capital, which in turn owns a controlling interest in several private companies that are merchandise vendors to Target. The payments by Target to these merchandise vendors amounted to less than 2% of each merchandise vendor's revenue in each of the past three fiscal years.

- Anne Mulcahy is an executive officer of Xerox Corporation. Target purchases various goods and services from Xerox. Target's purchases have not exceeded .04% of Xerox's revenue in any of the past three fiscal years.

Derica Rice is an executive officer of Eli Lilly and Company. In 2008, Target's purchases from Eli Lilly were less than ..01% of Eli Lilly's revenue.

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Stephen Sanger retired as Chairman of the Board of General Mills in 2008. General Mills has been a merchandise vendor of Target's for many years. Target's purchases from General Mills have not exceeded 1.3% of General Mills' revenue in any of the past three fiscal years.

George Tamke is a partner of Clayton, Dubilier & Rice, which in turn owns a controlling interest in several companies that provide goods and services to Target. The payments by Target to these companies amounted to less than 2% of each company's revenues in each of the past three fiscal years.

After considering the above relationships, the Board affirmatively determined that the following directors, constituting all of the non-management directors, met the requirements for independence: Directors Austin, Darden, Dillon, Johnson, Kovacevich, Minnick, Mulcahy, Rice, Sanger, Tamke and Trujillo.

Corporate Governance Documents Available on Our Website

Copies of our key corporate governance documents are available on our website (www.target.com; click on "Investors" and "Corporate Governance"). These documents include our Corporate Governance Guidelines, Position Descriptions or charters for each of the Board's committees, our Business Conduct Guide and our Corporate Responsibility Report. Any shareholder who wishes to obtain hard copies of these documents may do so by submitting a request to our Investor Relations department by email at investorrelations@target.com or by writing to Investor Relations, Target Corporation, 1000 Nicollet Mall, TPN-1146, Minneapolis, MN 55403.

Board Meetings

The Board of Directors met seven times during fiscal 2008. All directors attended at least 75% of the aggregate total of meetings of the Board and Board Committees on which the director served during the last fiscal year. At the end of each regular Board meeting, the non-management directors were given an opportunity to meet in executive session without members of management present. We do not have a policy regarding Board member attendance at the Annual Meeting of Shareholders. Robert J. Ulrich, our former Chairman and Chief Executive Officer, and Mr. Steinhafel attended last year's Annual Meeting of Shareholders.

Committees

The Board has the following committees and committee composition:

	Executive	**Nominating**	**Compensation**	**Audit**	**Finance**	**Corporate Responsibility**	**Corporate Governance**
Roxanne Austin*	M			C	M		M
Calvin Darden*	M	M	M			M	M
Mary Dillon*	M					M	M
James Johnson*	M		C			M	C
Richard Kovacevich*	M	M		M			M
Mary Minnick*	M				M	M	M
Anne Mulcahy*	M	M		M	C		M
Derica Rice*	M				M		M
Stephen Sanger*	M	C	M				M
Gregg Steinhafel	C						
George Tamke*	M	M		M	M		M
Solomon Trujillo*	M		M			C	M

* Independent Director

M - Member

C - Committee Chair

A description of each Committee's function and number of meetings during fiscal 2008 follows.

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Executive Committee

The Executive Committee reviews Target's managerial capabilities and requirements, senior management succession plans and other matters of concern to the Chief Executive Officer. The Executive Committee met twice during fiscal 2008; however, each meeting of the Board of Directors typically begins with a private meeting among the non-management directors and the Chief Executive Officer.

Nominating Committee

The Nominating Committee identifies individuals qualified to become Board members, considers their qualifications and recommends candidates and incumbents for election as a director. The Nominating Committee also nominates candidates to fill Board vacancies.

The Nominating Committee will consider a recommendation by a shareholder of a candidate for election as a Target director. Any shareholder who wishes the Nominating Committee to consider a candidate should submit a written request and related information to our Corporate Secretary on behalf of the Nominating Committee no later than December 31 of the calendar year preceding the next Annual Meeting of Shareholders.

Our Corporate Governance Guidelines set forth the optimal size, balance and rotation of the membership of the Board. These criteria require that a preponderance of the Board should consist of independent directors. Any management representation should be top corporate management that have the potential to be Chief Executive Officer. Board members should have broad perspective, experience, knowledge and independence of judgment. Members should represent a predominance of business backgrounds that can bring a different set of experiences and perspectives to the Board. Regional balance is recognized as highly desirable, and a high degree of interest and involvement are prime requisites for membership. Non-management directors have 20-year term limits. Directors must retire at age 68 and must submit a resignation for consideration by the Board upon any substantial change in principal employment.

When evaluating prospective director candidates, the Nominating Committee conducts individual evaluations against the criteria stated in the Corporate Governance Guidelines. All director candidates, regardless of the source of their nomination, are evaluated using the same criteria. The Nominating Committee has retained two third-party search firms to assist in identifying potential director candidates. Ms. Dillon, who is standing for election for the first time since being appointed to the Board, was recommended by a former independent director of Target.

Pershing Square, one of our shareholders, has stated its intention to propose five alternative director nominees for election at the Annual Meeting. The Board unanimously recommends a vote *FOR* each of the Board's four nominees for director on the enclosed WHITE proxy card.

The Nominating Committee did not meet during the last fiscal year, but took action by written consent on two occasions.

Compensation Committee

The Compensation Committee has responsibility for determining the composition and value of non-CEO executive officer compensation and making recommendations with respect to CEO compensation to the independent members of the Board, who collectively have final approval authority. The Compensation Committee's responsibility includes reviewing our compensation philosophy, plan design, choice of performance measures for incentive compensation, and specific compensation levels and equity awards for each executive officer. The Compensation Committee also reviews the compensation provided to non-management directors and makes recommendations to the full Board. Agendas for Compensation Committee meetings are developed jointly by the chair of the Committee and members of our senior management team, with input from the Committee's independent consultant, Semler Brossy Consulting Group, LLC.

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The Compensation Committee may not delegate its primary responsibility of overseeing executive officer compensation, but may delegate to management the administrative aspects of our compensation plans that do not involve the setting of compensation levels for executive officers. Additional information on the processes and procedures for executive compensation determinations, including the role of management and compensation consultants, is contained in the Compensation Discussion and Analysis beginning on page 24. The Compensation Committee held three meetings during the last fiscal year.

Audit Committee

The Audit Committee assists the Board with the oversight of the integrity of Target's financial statements and internal controls, the compliance with legal and regulatory requirements, the review and approval of transactions with related persons, the independent auditor's qualifications and independence, and the performance of our internal audit function. The Board of Directors, in its business judgment, has determined that all members of the Committee are "independent" and qualify as "audit committee financial experts" for purposes of applicable NYSE and SEC rules. The duties and activities of the Audit Committee are further described in the Report of the Audit Committee on page 55. The Audit Committee held five meetings during the last fiscal year.

Finance Committee

The Finance Committee reviews our financial policies, dividend policy, financing requirements, compliance with indenture covenants and employee benefit plan investment policies. The Finance Committee held two meetings during the last fiscal year.

Corporate Responsibility Committee

The Corporate Responsibility Committee reviews and evaluates our public affairs, community relations and corporate social responsibility programs. The Corporate Responsibility Committee held one meeting during the last fiscal year.

Corporate Governance Committee

The Corporate Governance Committee oversees our corporate governance practices. The Corporate Governance Committee held one meeting during the last fiscal year.

Lead Director

Mr. Johnson is the Vice Chairman of the Executive Committee and functions as our lead independent director. As lead director, Mr. Johnson:

- presides at all meetings of the Board of Directors at which the Chairman of the Board is not present, including executive sessions of non-management directors;
- serves as liaison between the Chairman of the Board and the non-management directors;
- conducts the annual performance reviews of the Chief Executive Officer and Chairman of the Board, with input from the other independent directors;
- has an opportunity to review information and agendas sent to the Board and to assure that there is sufficient time for discussion of all agenda items; and
- has the authority to convene meetings of non-management directors at every meeting.

Communications with Directors

Shareholders and other interested parties seeking to communicate with any individual director or group of directors may send correspondence to Target Board of Directors, c/o General Counsel and Corporate Secretary, 1000 Nicollet Mall, TPS-3255, Minneapolis, Minnesota 55403 or may send an email to boardofdirectors@target.com. Communications directed to Board members will be sent to the General Counsel and Corporate Secretary, who has been instructed by the Board to forward all communications, except those that are clearly unrelated to Board or shareholder matters.

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CERTAIN RELATIONSHIPS

Robert J. Ulrich, our former CEO and Chairman of our Board of Directors, is also the founder and chairman of the Musical Instrument Museum (Museum), a not-for-profit 501(c)(3) organization. The Museum is in the start-up stage and has not yet opened. In 2008 we supported the Museum through in-kind (non-cash) support consisting primarily of services provided by our team members. Those services included, but are not limited to, participating in concept refinement; assisting with building design; facilitating third-party partnerships for the Museum; and assisting with marketing strategy. Team member support of the Museum was provided both during and outside normal business hours in a manner similar to our support of other arts and charitable organizations, and while the extent to which individual team members supported the Museum in fiscal 2008 varied, it was generally consistent with the level of support we provide to our most significant charitable partners. The team members who devoted the greatest amount of time during fiscal 2008 to the Museum were Mr. Ulrich and a part-time team member whose primary role is assisting our charitable partners. We also allowed the Museum to occupy certain vacant office space that we control and one of our subsidiaries provided sourcing services to the Museum. We did not charge the Museum for the office space and the sourcing services were provided in exchange for a fee based on the value of the sourced items. The amount of the fee was consistent with what that subsidiary charged unrelated third parties for similar services. In light of Mr. Ulrich's intention to devote a significant portion of his time to the Museum's activities following his retirement from Target, we also arranged and paid for the construction of leasehold improvements within office space leased by the Museum at a cost of approximately $120,000, committed to contribute approximately $70,000 to offset the occupancy cost of such space, and agreed to provide the Museum with the full-time services of a Target team member to provide administrative support for up to 3 years.

Curtis J. Ulrich and Jacqueline D. Byers are employees of Target and are children of Mr. Ulrich. The compensation and benefits received by each of them were established in accordance with our compensation policies applicable to employees holding comparable positions.

Policy on Transactions with Related Persons

The Board of Directors has adopted a written policy requiring that any transaction: (1) involving Target; (2) in which one of our directors, nominees for director, executive officers, or greater than five percent shareholders, or their immediate family members, have a direct or indirect material interest; and (3) where the amount involved exceeds $120,000 in any fiscal year, be approved or ratified by a majority of independent directors of the full Board or by a designated committee of the Board. The Board has designated the Audit Committee as having responsibility for reviewing and approving all such transactions except those involving employment of an immediate family member of a director, nominee for director, executive officer or greater than five percent shareholder, in which case it will be reviewed and approved by the Compensation Committee.

In determining whether to approve or ratify any such transaction, the independent directors or relevant Committee must consider, in addition to other factors deemed appropriate, whether the transaction is on terms no less favorable to Target than those involving unrelated parties. No director may participate in any review, approval or ratification of any transaction if he or she, or his or her immediate family member, has a direct or indirect material interest in the transaction.

All transactions disclosed above were reviewed and approved or ratified in accordance with this policy.

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BACKGROUND AND CONTACTS WITH PERSHING SQUARE

Following is a chronology of the material contacts and events in our relationship with William Ackman of Pershing Square, including descriptions of key financial and real estate restructuring transactions promoted by Mr. Ackman from time to time. Throughout this period, Mr. Ackman has enjoyed significant access by phone and in person to members of our management, and occasionally met with members of our Board of Directors.

In July 2007, Mr. Ackman first notified us that his firm had accumulated a form of ownership interest in Target, and that he would like to meet with our management to share some ideas which he believed would create value. On July 16, 2007, Pershing Square filed a Schedule 13D reporting beneficial ownership of 9.6% of the outstanding common stock of Target, consisting of derivative securities and shares of Target common stock.

On August 2, 2007, in response to Mr. Ackman's request, a meeting was held at Pershing Square's offices in New York. Members of our management in attendance included Mr. Steinhafel, our current Chairman of the Board, Chief Executive Officer and President, and Douglas A. Scovanner, our Executive Vice President and Chief Financial Officer. At that meeting, Mr. Ackman presented materials in which Mr. Ackman advocated that we restructure our credit card business through a form of partnership with a financial institution. Additionally, Mr. Ackman presented his case for a $15 billion share repurchase program to be executed in 2007 and 2008 through incremental borrowings and through application of proceeds from the credit card transaction he advocated. Several days after the meeting Mr. Ackman called Mr. Scovanner to thank him for the meeting and to discuss the likely timeline for reviewing Mr. Ackman's ideas.

On September 12, 2007, our Board of Directors considered Mr. Ackman's proposals and discussed their potential effects. Our Board authorized a review of ownership alternatives for our credit card receivables and an analysis of our capital structure, including a review of the use of debt and the pace of share repurchase activity. Our Board authorized the engagement of Goldman, Sachs & Co. ("Goldman Sachs") to advise it in connection with the credit card review. On the same date, we issued a press release announcing that we were conducting those reviews and that we expected to complete them by the end of the year.

Over the next several months, with the assistance of Goldman Sachs, we conducted an extensive process to explore possible ownership alternatives for our credit card receivables. Separately, we analyzed the implications that executing varying levels of share repurchase would have on our liquidity, financial flexibility and credit ratings. During this phase of the analysis, our management met with all three credit ratings agencies to discuss these matters.

In November 2007, our Board of Directors approved a recommendation by our management to authorize a share repurchase program of up to $10 billion, with the pace of execution to be governed by our objective to retain our then-current, top-level A-1, P-1 and F-1 short-term debt ratings. On November 20, 2007, we issued a press release that included an announcement of this share repurchase authorization and provided an update on the credit card receivables review, which was meeting with significant market resistance.

In December 2007, members of our management again met with Mr. Ackman at his request. During this meeting, Mr. Ackman repeated his views that we should continue to proceed with some form of transaction involving our credit card receivables. Mr. Ackman also said that he had a real estate idea he would like to share with us at a later date.

On December 19, 2007, we issued a press release announcing that we were continuing to review alternative structures for all or part of our credit card receivables. On December 24, 2007, Pershing Square amended its Schedule 13D reporting beneficial ownership of 9.97% of the outstanding common stock of Target, and on January 16, 2008, Pershing Square further amended its Schedule 13D reporting beneficial ownership of 9.69% of the outstanding common stock of Target, in each case consisting of ownership of derivative securities and shares of Target common stock.

During the first quarter of 2008, we continued to pursue a potential transaction involving our credit card receivables. Our Board of Directors met on January 9, 2008, and again on March 12, 2008, to discuss the status of this process with management and with Goldman Sachs. On the date of the March Board of Directors meeting, we issued a press release that included an update on the review of alternatives for our credit card receivables, disclosing that we were in negotiations with an investment partner to sell an undivided interest in approximately half of our credit card receivables for about $4 billion. During the rest of March 2008 and through early May 2008, we and our advisors continued discussions and negotiations with respect to the credit card receivables transaction with JPMorgan Chase.

On May 1, 2008, members of our management again met with Mr. Ackman at his request. At this meeting, Mr. Ackman presented his first of several real estate restructuring proposals. The proposal contemplated the creation of a wholly-owned subsidiary that would own, and lease back to us, substantially all of the land currently owned by us on which we operated stores and distribution centers, and the subsequent spin-off to our shareholders of 100% of the equity of this entity. As proposed, this entity was to be structured in a way intended to reduce our income tax burden by hundreds of millions of dollars per year through use of the real estate investment trust ("REIT") provisions of the Internal Revenue Code.

On May 5, 2008, our Board approved and we announced a transaction providing for the sale by us of an undivided interest in our credit card receivables, representing approximately 47% of the principal amount of our outstanding receivables at the time, to JPMorgan Chase for cash proceeds of approximately $3.6 billion. This transaction with JPMorgan Chase generated significant cash proceeds and, as compared with the transaction suggested by Pershing Square, allowed us to retain much greater control over credit underwriting decisions, the integration of our card program with the strategy of our retail business segment and other management aspects of our credit card business segment. Mr. Ackman contacted Mr. Scovanner upon the announcement and commended our decision to enter into the transaction. The transaction closed on May 19, 2008.

Following review and preliminary analysis of Mr. Ackman's May 1, 2008 presentation materials with respect to his initial real estate restructuring proposal, our management and Goldman Sachs met with our Board of Directors on June 11, 2008 to discuss the proposal and to outline the process by which a comprehensive review of this proposal would take place over the next several months.

On July 18, 2008, members of our management and representatives of Goldman Sachs met with Mr. Ackman, other Pershing Square representatives, and representatives of Pershing Square's then-current financial advisor. At that meeting, Pershing Square and its financial advisor presented another form of real estate restructuring proposal. Revisions made by Mr. Ackman from his prior proposal included modified lease terms, updated financial projections and an updated valuation analysis.

On August 14, 2008, Pershing Square amended its Schedule 13D reporting beneficial ownership of 9.5% of the outstanding common stock of Target, consisting of derivative securities and shares of Target common stock, and reporting that Pershing Square had filed control applications with certain regulators due to the potential for its beneficial ownership interest to be in excess of 10% of the outstanding common stock of Target as a result of our on-going stock repurchase program.

Our management and Goldman Sachs met with our Board of Directors on September 10, 2008 to discuss the then-current form of real estate restructuring proposal of Mr. Ackman under review. Our management and Board identified the following significant concerns:

- The validity of assumptions supporting Pershing Square's market valuation of Target and the separate REIT entity;

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The reduction in our financial flexibility due to the conveyance of valuable assets to the REIT and the large expense obligation created by the proposed lease payments, which would be subject to annual increase;

The potential adverse impact of the REIT transaction on our debt ratings, borrowing costs and liquidity;

The frictional costs and operational risks, including tax implications, of executing Pershing Square's ideas; and

The risk of diverting management's focus away from core business operations over an extended time period to execute such a complex transaction, particularly in the current environment.

Thereafter, members of our management described to Mr. Ackman a list of significant concerns associated with proceeding with such a transaction. On October 28, 2008, Pershing Square issued a press release announcing that it would host a public presentation the next day to detail a potential transaction that Pershing Square said it believed would build long-term value for Target and our shareholders. The press release also noted "Target's thoughtful and constructive approach with shareholders," which Pershing Square said "had been instrumental" in developing a potential transaction. At the October 29, 2008 presentation, Mr. Ackman promoted a real estate restructuring proposal which was substantially similar to his July 18, 2008 version.

We issued a press release on that same day confirming that Pershing Square had asked us to consider the spin-off of a separate publicly-traded REIT that would own substantially all of the land currently owned by us. In the press release, we noted that we had been evaluating similar ideas proposed by Pershing Square, with the assistance of our outside advisors, including Goldman Sachs, since May 2008, and that our analysis raised serious concerns on a number of issues, which were listed in the release. We noted, however, that we would continue to evaluate Pershing Square's most recent proposal.

On November 11, 2008, three of the independent members of our Board of Directors, Ms. Austin, Ms. Mulcahy and Mr. Tamke, met with Mr. Ackman, who presented to them a "revised transaction plan," which he believed addressed the concerns we had raised to him. The following day, our Board of Directors met to discuss the newest revisions to Mr. Ackman's proposals, the most significant of which was the inclusion of a 19.9% initial public offering of the REIT prior to any spin-off.

On November 19, 2008, Pershing Square elected to make another public presentation with respect to Mr. Ackman's proposals. Although the presentation materials differed from the materials presented to the three Target directors on November 11, the proposal was, in essence, the same proposal made to the Target directors on that date.

On November 21, 2008, our Board of Directors met with our management and representatives of Goldman Sachs to conduct further discussion, review and analysis of Mr. Ackman's most recent proposals. Our Board decided not to pursue the proposal for the reasons set forth in a press release that we issued later that day. In summary, our Board concluded that the potential value created by the proposal, if any, was highly speculative and insufficient to merit pursuit of the transaction given the costs, strategic and operating risks, and loss of financial flexibility related to executing the proposed transaction. We concluded that these concerns were heightened by changes in the economic environment. Mr. Scovanner phoned Mr. Ackman on November 21, 2008 to discuss our Board's conclusion. Mr. Ackman expressed significant displeasure with the action taken by our Board, and speculated that perhaps he should join the Board of Target. Mr. Scovanner informed Mr. Ackman that this was not a matter that would involve Mr. Scovanner.

On November 24, 2008, Pershing Square issued a press release indicating that it disagreed with our Board's "present conclusion," and that it planned to re-engage with us on this matter after the start of 2009.

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In January 2009, Mr. Ackman contacted Mr. Scovanner and requested that Target and Goldman Sachs review with him the financial analyses performed by Goldman Sachs that had been shared in November 2008 with our Board. Mr. Ackman also contacted Mr. Steinhafel to ask for a meeting without disclosing the topic to be discussed.

On February 3, 2009, we held a meeting with Pershing Square in response to Mr. Ackman's request to Mr. Steinhafel. At this meeting, Mr. Ackman again asserted his belief that his November proposal had adequately addressed concerns raised by us regarding his real estate proposals. Additionally, at this meeting he requested that he and Matthew Paull, retired Chief Financial Officer of McDonald's and an affiliate of Pershing Square, be added to our Board. Among other reasons, Mr. Ackman stated that he believed he needed to become an insider to be able to effectively express his point of view.

On February 9, 2009, Pershing Square amended its Schedule 13D reporting beneficial ownership of 9.7% of the outstanding common stock of Target, consisting of derivative securities and shares of Target common stock. Pershing Square noted that it continued to believe that Target's common stock was undervalued and that, depending on the outcome of discussions with us, it may take actions with respect to its investment that it deemed appropriate.

On February 12, 2009, members of our management and representatives of Goldman Sachs met with Mr. Ackman and Mr. Paull in response to the request Mr. Ackman had made to Mr. Scovanner regarding the analysis performed by Goldman Sachs that had been shared with our Board in November 2008. At that meeting, Goldman Sachs presented a summary of that portion of the analysis that pertained to the valuation of Mr. Ackman's proposed REIT and investor interest in purchasing the REIT securities in an initial public offering. At the meeting Mr. Ackman disagreed with this analysis. After the conclusion of the meeting, another version of Mr. Ackman's real estate restructuring analysis was shared with the participants, although it was not discussed at the meeting.

On February 26, 2009, Pershing Square amended its Schedule 13D reporting beneficial ownership of 7.8% of the outstanding common stock of Target, consisting of derivative securities and shares of Target common stock. The amendment included a statement that Pershing Square was engaged in discussions with us regarding the consideration by our Board of Directors of candidates proposed by Pershing Square to be directors of Target.

On March 3, 2009, in connection with our Board's consideration of Mr. Ackman's suggestion that he and Matthew Paull be appointed to our Board, Messrs. Darden and Sanger, members of the Nominating Committee of our Board, met with Mr. Ackman and with Mr. Paull. Mr. Ackman also acknowledged that Mr. Paull had a conflict that would preclude his service on our Board.

On March 6, 2009, Pershing Square informally notified us of two possible alternative candidates, Michael Ashner and Richard Vague.

On March 10, 2009, our Nominating Committee met to consider Mr. Ackman and the other individuals proposed by Pershing Square as candidates for our Board. After consideration of their qualifications and additional discussion, the Nominating Committee determined to recommend to our Board that these individuals not be nominated as candidates for election to the Board, and that the four incumbent directors whose terms expire at the 2009 Annual Meeting be nominated for reelection.

On March 11, 2009, our Board, after review and discussion, accepted the recommendations of the Nominating Committee.

On March 12, 2009, Mr. Sanger informed Mr. Ackman of these determinations.

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BENEFICIAL OWNERSHIP OF CERTAIN SHAREHOLDERS

Share Ownership of Directors and Officers

Set forth below is information regarding the shares of Target common stock (our only outstanding class of equity securities) owned beneficially on March 20, 2009 by all directors and nominees, each of the executive officers named in the Summary Compensation Table on page 35, and all Target directors and executive officers as a group. The column captioned "Total Shares Beneficially Owned" is the sum of issued shares and shares potentially issuable within 60 days. The column captioned "Common Stock Equivalents" is provided to present a more complete view of each person's economic interest in Target common stock.

Name of Individual or Number of Persons in Group	Issued Shares Beneficially Owned	Shares Potentially Issuable within 60 Days(1)	Total Shares Beneficially Owned(2)	Common Stock Equivalents(3)
Roxanne S. Austin	2,388	46,099	48,487	4,347
Calvin Darden	2,901	32,880	35,781	5,023
Mary N. Dillon	0	3,058	3,058	9,991
James A. Johnson	11,116	86,019	97,135	2,201
Richard M. Kovacevich	61,569	67,102	128,671	2,682
Mary E. Minnick	886	8,560	9,446	12,587
Anne M. Mulcahy	7,114	22,422	29,536	4,347
Derica W. Rice	0	3,058	3,058	9,991
Stephen W. Sanger	27,683	93,016	120,699	11,946
George W. Tamke	10,334	75,966	86,300	2,682
Solomon D. Trujillo	38,025	86,156	124,181	2,115
Gregg W. Steinhafel	429,424(4)(5)	880,416	1,309,840	352,984
Douglas A. Scovanner	79,913(4)(5)(6)	634,571	714,484	105,582
Michael R. Francis	25,124(5)	324,565	349,689	79,009
John D. Griffith	15,571(5)	342,343	357,914	54,357
Timothy R. Baer	11,152(5)	166,120	177,272	51,814
Robert J. Ulrich	725,646(5)	3,121,882	3,847,528	569,616
All directors and executive officers as a group (21 persons)	791,144(5)	3,369,769	4,160,913	833,165

(1) Includes shares of common stock that the named individuals may acquire on or before May 19, 2009 pursuant to exercisable stock options and the conversion of restricted stock units into common stock.

(2) All directors and executive officers as a group own less than 1% of Target's outstanding common stock. The persons listed have sole voting and investment power with respect to the shares listed except that Mr. Sanger has shared voting and investment power over 21,881 shares.

(3) These amounts represent (i) the share equivalents of Target common stock held under Target's deferred compensation plans as of March 20, 2009, which are payable in cash and (ii) restricted stock units that are scheduled to convert into shares of our common stock more than 60 days after March 20, 2009.

(4) Includes restricted stock awards that remain subject to forfeiture if the executive's employment terminates prior to age 55 or if the executive does not comply with advance notice of resignation requirements. These share totals are as follows: Mr. Steinhafel 106,016 and Mr. Scovanner 53,724.

(5) Includes shares of common stock owned by executive officers in the Target 401(k) Plan as of March 20, 2009.

(6)

Includes 3,000 shares of common stock held in a trust of which Mr. Scovanner is the sole trustee. Mr. Scovanner disclaims beneficial ownership of such shares.

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Largest Owners of Target's Shares

The table below sets forth certain information as to each person or entity known to us to be the beneficial owner of more than five percent of any class of our voting securities (percent of class based on shares outstanding on March 20, 2009):

Name and Address of Beneficial Owner	Number of Common Shares Beneficially Owned	Percent of Class
State Street Bank and Trust Company One Lincoln Street Boston, Massachusetts 02111	67,148,248(1)	8.9%
Capital Research Global Investors 333 South Hope Street Los Angeles, California 90071	63,556,570(2)	8.4%
Pershing Square Capital Management, L.P. 888 Seventh Avenue, 29th Floor New York, New York 10019	58,391,235(3)	7.8%
Capital World Investors 333 South Hope Street Los Angeles, California 90071	45,085,540(4)	6.0%

(1) State Street Bank and Trust Company (State Street), trustee under Target's 401(k) Plan, reported its beneficial ownership in various fiduciary capacities on a Schedule 13G filed with the SEC on February 17, 2009. The filing indicates that as of December 31, 2008, State Street had sole voting power for 25,954,546 shares, shared voting power for 41,193,702 shares, sole dispositive power for 0 shares and shared dispositive power for 67,148,248 shares.

(2) Capital Research Global Investors (CRGI) reported its beneficial ownership on a Schedule 13G filed with the SEC on February 17, 2009. The filing indicates that as of December 31, 2008, CRGI had sole voting power for 22,995,270 shares, shared voting power for 0 shares, sole dispositive power for 63,556,570 shares, and shared dispositive power for 0 shares.

(3) Pershing Square Capital Management, L.P., PS Management GP, LLC, Pershing Square GP, LLC, Pershing Square Holdings GP, LLC and William A. Ackman (collectively, Pershing) reported their collective beneficial ownership on a Schedule 13D/A filed with the SEC on March 26, 2009. The filing indicates that as of March 26, 2009, Pershing had sole voting power for 0 shares, shared voting power for 58,391,235 shares, sole dispositive power for 0 shares and shared dispositive power for 58,391,235 shares. The number of shares reported as beneficially owned includes an unspecified number of shares that may be acquired within 60 days under physically-settled over-the-counter American-style call options. The filing states that as of March 26, 2009, Pershing had a total economic exposure to 59,642,001 shares of Target common stock, which would represent approximately 7.9% of total common shares outstanding as of that date, including Pershing's ownership of cash-settled call options.

(4) Capital World Investors (CWI) reported its beneficial ownership on a Schedule 13G filed with the SEC on February 12, 2009. The filing indicates that as of December 31, 2008, CWI had sole voting power for 7,621,500 shares, shared voting power for 0 shares, sole dispositive power for 45,085,540 shares and shared dispositive power for 0 shares.

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EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

Executive Summary

Target's compensation programs are structured to align the interests of our executives and our shareholders. They are designed to attract, retain, and motivate a premier management team to sustain our distinctive brand and competitive advantage in the marketplace, and to provide a framework that encourages outstanding financial results over the long term.

Our executive officer pay determinations in 2008 were based in significant part on our financial performance and the completion of our CEO leadership succession transition plans which focused on retention during a challenging and volatile economic environment. Under our age 65 mandatory retirement policy for executive officers, Mr. Ulrich retired as CEO in May 2008, at which time Mr. Steinhafel was appointed CEO. See the section titled "Executive- Specific Variations in Targeted Compensation Levels" for more details regarding our CEO succession.

Target's financial results in 2008 were impacted by significant economic challenges that worsened in the latter half of the year. Despite these economic conditions, total revenues for the year rose 2.5% to $64.9 billion, we generated earnings of $2.2 billion and delivered diluted earnings per share of $2.86. In our Retail Segment, the pace of sales slowed meaningfully in the second half of the fiscal year, reducing operating margin as we incurred higher-than-expected holiday markdowns and experienced a de-leveraging of fixed expenses. In our Credit Card segment, measures of risk in our receivables portfolio deteriorated throughout the year, driving additional bad debt expense as we wrote-off accounts while adding appropriately to our reserve in anticipation of additional write-offs in 2009. As a result of these financial challenges, executive officers did not receive any payouts from our non-equity incentive plan and long-term performance share unit (PSU) payouts were significantly reduced.

In broad terms, our compensation programs for executive officers reflect the competitive environment in which we operate, and incorporate performance-based criteria. More specifically, we:

- Embrace a strong pay-for-performance approach, in which variable compensation represents a majority of potential total compensation;
- Establish incentive plan payout levels to provide an opportunity for compensation payments well above median levels in the marketplace when financial performance goals are exceeded and our stock price increases, and for significantly reduced compensation when our financial performance is below expectations and our stock price decreases;
- Incorporate a mix of cash and equity compensation elements with varying time horizons and financial measures to motivate and reward sustained outstanding performance that is aligned with shareholder interests and is not overly influenced by a single financial measure or timeframe that could otherwise result in excessive risk-taking;
- Provide a competitive package of long-term, time-vested equity compensation, retirement and benefit plans to facilitate retention and provide opportunities to realize future value; and
- Offer limited perquisites to promote efficiency in conducting company business and assist in the health and safety of our executive officers.

The specific objectives of our variable compensation programs are to:

- Focus attention on key financial performance measures that correlate with the creation of shareholder value including revenue, earnings per share (EPS), earnings before interest and taxes (EBIT) and economic value added (EVA);

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- Directly align the interests of our executive officers with those of our shareholders by linking most of long-term compensation to stock price performance; and

- Allow actual compensation to vary based on individual subjective performance assessments.

Roles of Compensation Committee, Management and Consultants

The Compensation Committee is responsible for determining the composition and value of our non-CEO executive officer pay packages and for developing a recommendation for the CEO's pay package that is reviewed and approved by the independent directors of the full Board. The Committee receives assistance from two sources: (1) an independent compensation consulting firm, the Semler Brossy Consulting Group, LLC (SBCG); and (2) our internal executive compensation staff, led by our Executive Vice President of Human Resources.

SBCG has been retained by and reports directly to the Committee and does not have any other consulting engagements with management or Target. Specifically, the Committee has asked SBCG to regularly provide independent advice on current trends in compensation design, including overall levels of compensation, the merits of using particular forms of compensation, the relative weightings of different compensation elements, and the value of particular performance measures on which to base compensation. Within this framework, SBCG has been instructed to work collaboratively with management, including our CEO, our Executive Vice President of Human Resources and her staff to gain an understanding of Target's business and compensation programs to help SBCG advise the Committee.

Compensation recommendations for executive officers are made to the Committee in two separate ways:

- With respect to CEO compensation, SBCG provides an independent recommendation to the Committee, in the form of a range of possible outcomes, for the Committee's consideration. In developing its recommendation, SBCG relies on its understanding of Target's business and compensation programs and SBCG's independent research and analysis. SBCG does not meet with the CEO with respect to his compensation.

- For other executive officers, the Executive Vice President of Human Resources works with the CEO to develop the CEO's compensation recommendations to the Committee. In developing these recommendations, the Executive Vice President of Human Resources provides the CEO with market data on pay levels and compensation design practices provided by Hewitt Associates, LLC (Hewitt) covering the benchmark companies noted in the next section. Hewitt has no interaction with either the Committee or the CEO, but does interact with the Executive Vice President of Human Resources and her staff. In addition to providing market data, Hewitt performs other services for Target unrelated to the determination of executive compensation. The final recommendations to the Committee are determined by the CEO, and include a recommendation with respect to the compensation of the Executive Vice President of Human Resources. Importantly, SBCG provides the Committee with SBCG's independent view of the CEO's compensation recommendations.

All decisions regarding executive compensation and final recommendations to the independent members of the full Board are made solely by the Committee.

Compensation Positioning

Competitive Benchmarking

Specific compensation levels for each executive officer are evaluated annually relative to benchmark companies. The market comparisons are determined by use of compensation data obtained from publicly

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available proxy statements analyzed by SBCG and proprietary survey data assembled by Hewitt. The companies included in the market comparisons are listed below.

Retail Group		General Industry Group	
Best Buy	Lowe's	3M	McDonald's
Costco	Macy's	Abbott Labs	Medtronic
CVS Caremark	Safeway	Altria Group	MetLife
Home Depot	Sears	Anheuser-Busch	Microsoft
J.C. Penney	Supervalu	Archer Daniels Midland	PepsiCo
Kohl's	Walgreens	Coca-Cola	Pfizer
Kroger	Walmart	Deere	Procter & Gamble
		Dow Chemical	Time Warner
		FedEx	UPS
		General Mills	United Health Group
		Johnson & Johnson	Walt Disney
		Johnson Controls	Wells Fargo

The selected retail peer group provides a cross-section of general merchandise, department store, food and specialty retailers and includes companies that are large (generally exceeding $15 billion in revenues) and meaningful competitors. General industry companies are also included as a peer group because they represent companies with whom we compete for talent. Like the selected retailers, the general industry companies are large and among the leaders in their industries. All of our peers are among the top 250 Fortune-ranked companies and the median annualized total return to shareholders for both groups has outperformed the S&P 500 over the past five years ended January 30, 2009. The composition of the peer groups is reviewed annually to ensure it is relevant and comprehensive, and any changes made are reviewed with SBCG and approved by the Compensation Committee. The Committee regularly reviews the financial performance of our peers as it provides a useful benchmark of companies generating profitable market share growth over time. In addition, in conjunction with our compensation goal-setting process, the Committee reviews how the pay of our executive officers compares to that of the peer groups. See the section entitled "Key Performance Measures and Performance Goals" for more details regarding our compensation goal-setting process.

Benchmarking Elements and Amounts

For each executive officer position, market data from our benchmark companies is used to compare program design and establish a targeted level of "total direct compensation," which is the sum of:

- Base salary;
- Short-term (annual) cash incentive compensation; and
- Long-term equity incentive compensation.

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Because we believe that executive compensation should be highly correlated with our financial performance and the creation of shareholder value, variable elements of compensation, particularly long-term equity-based awards, comprise a majority of total direct compensation for performance at goal. Over 60% of each executive officer's total direct compensation at goal is "at risk" and aligned with stock price and/or company financial performance. The following table outlines our pay elements for 2008.

Element	Description
Base Salary	Represents 20% or less of an executive officer's total direct compensation for performance at goal. An executive officer's base salary is based on the size and scope of their position, individual expertise, experience and performance.
Short-term Incentive	Annual total short-term incentive opportunity (which includes non-equity incentive plan and personal performance payments) generally comprises 15% or less of an executive officer's total direct compensation for performance at goal, for the CEO it generally comprises 25% or less. At goal performance, the non-equity incentive plan comprises two-thirds of the total short-term incentive and personal performance accounts for one-third. Non-equity incentive plan payouts are based on annual performance of EBIT and EVA. EBIT makes up 50% of the non-equity incentive payout and EVA accounts for the other 50%. Personal performance payouts are discretionary and based on subjective, individual performance factors.
Long-term Incentive (LTI)	Comprises at least 65% of an executive officer's total direct compensation for performance at goal. LTI awards are granted in the form of stock options, PSUs, and restricted stock units (RSUs), balancing awards tied to stock price performance and those tied to the combination of financial and stock price performance. This mix also facilitates retention and is consistent with our compensation philosophy and peer group market practice. 50% of the LTI awards are delivered as stock options, 25% are PSUs and 25% are RSUs. PSU awards are based 50% on revenue and 50% on EPS performance over a 3-year period.
Total Direct Compensation	If financial performance goals are exceeded and our stock price increases, the above elements aim to deliver total direct compensation in the top quartile of the benchmark comparison for executive officers. Top quartile positioning also recognizes the high level of "at risk" compensation for our executive officers, as mentioned earlier. If financial performance falls below threshold levels and our stock price decreases meaningfully, the above elements will deliver significantly reduced total direct compensation.

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2008 Compensation Actions Table

We have included a table outlining compensation decisions made in connection with the 2008 fiscal year for the named executive officers that differs from the Summary Compensation Table in the following ways:

It reflects determinations made by our Compensation Committee based on our annual grant cycle that includes equity awards granted in different fiscal years. The annual grant cycle includes long-term incentive awards approved in January of each year. The awards are comprised of stock options and RSUs granted in January and PSUs granted two months later in March (to align with our financial goal-setting process).

It reflects the annual grant date fair value of equity awards granted during our annual grant cycle (based on FAS 123(R) assumptions) rather than the annual accounting expense of equity awards over multiple years.

Name	Year	Salary ($)	Non-Equity Incentive Plan ($)	Personal Performance Payments ($)	Stock Awards ($)	Option Awards ($)	Total Direct Compensation ($)
Gregg W. Steinhafel	2008	1,345,769	0	447,680	4,100,028	4,074,038	9,967,515
Chairman, President and	2007	1,235,769	54,141	447,680	4,700,038	4,586,845	11,024,473
Chief Executive Officer	2006	1,130,000	654,197	389,411	9,250,093	4,562,952	15,986,653
Douglas A. Scovanner							
	2008	972,115	0	270,203	2,700,009	2,697,553	6,639,880
Executive Vice President	2007	915,961	34,095	270,203	2,700,022	2,678,711	6,598,992
& Chief Financial Officer	2006	881,635	480,566	274,560	5,700,050	1,592,387	8,929,198
Michael R. Francis							
	2008	803,846	0	231,558	1,900,040	1,884,591	4,820,035
Executive Vice President	2007	710,769	29,219	231,558	1,900,015	1,871,429	4,742,991
& Chief Marketing Officer	2006	665,770	353,423	201,920	2,800,073	1,273,913	5,295,099
John D. Griffith							
	2008	672,115	0	198,742	1,400,053	1,367,255	3,638,165
Executive Vice President	2007	598,077	25,078	198,742	1,500,012	1,467,797	3,789,706
Property Development	2006	549,039	327,659	187,200	2,500,089	1,071,246	4,635,233
Timothy R. Baer							
Executive Vice President, General Counsel & Corporate Secretary	2008	597,115	0	184,327	1,200,044	1,145,533	3,127,019

2008 Key Performance Measures and Performance Goals

Our incentive programs use a combination of revenue, profit and investment metrics with annual and three-year time horizons to provide a balanced assessment of our performance over time and ensure that our compensation performance metrics support our financial and strategic objectives. For each performance measure, we set a goal level of performance that is approved in advance by our Compensation Committee and independent directors and takes into consideration the financial performance of our peer companies. Actual performance against these goals determines the amount, if any, of payments to executive officers under our variable compensation plans.

The following section describes the performance measures used under our short-term and long-term incentive compensation plans in 2008, the financial or strategic objective they are intended to reinforce, and the variable compensation element(s) with which they are aligned.

Variable Short-Term Cash-Based Incentive Measures (Personal Performance and Non-Equity Incentive Plan)

EBIT One of two financial performance measures for payments under our annual non-equity incentive plan. This measurement is designed to reinforce our focus on the annual growth in our profitability before interest and taxes. Because the majority of our credit card receivables portfolio earns interest based on a variable interest rate, changes in interest rates affect finance charge

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revenues that, in turn, affect reported EBIT. Accordingly, we adjust EBIT to generally neutralize the impact of interest rate fluctuations (either up or down) on incentive plan calculations.

Investment Discipline EVA is the second financial performance measure for payments under our annual non-equity incentive plan. EVA is a measure of annual earnings after an estimated after-tax cost of capital charge and is used to evaluate the degree to which capital is being efficiently invested. A positive EVA performance indicates we are generating returns on invested capital at rates higher than the cost of capital. Among other things, our use of EVA helps us temper the objective of increasing revenues through new store construction with a measure of how profitably we are investing in new stores. In calculating EVA, we use an annualized after-tax blended cost of debt and equity capital of nine percent for capital used to fund our core retail operations and approximately five percent for capital used to fund our credit card operations. For store-based assets, our calculation of EVA is measured against a prototype store return profile over time, which has been derived from our historical pattern of results as a function of store age.

Personal Performance All executive officers are eligible to earn a personal performance payment. For all executive officers other than the CEO (see page 34 for further discussion regarding the CEO), personal performance payments correspond to a predetermined percentage of their base salary tied to a payout matrix for each personal performance review score. The maximum personal performance payout is equal to 46.7% of an executive officer's base salary. Review scores are approved by the Compensation Committee and are discretionary based on subjective management criteria, including the executive officer's ability to develop a high performance team, their ability to lead strategic initiatives and their demonstration of a strong commitment to high ethical standards. We include this subjective element within our mix of variable compensation elements to recognize the critical factors upon which we believe performance should be judged, but which are not quantifiable or linked to our financial statements. For fiscal 2008, the Compensation Committee approved the CEO's recommended personal review scores for executives; due to our disappointing financial results in 2008, however, the Committee exercised its discretion to reduce the personal performance payments from the amount determined by the payout matrix to a level equivalent to the executives' 2007 personal performance payouts.

Variable Long-Term Equity-Based Incentive Measures (Option Awards and Stock Awards)

Stock Price We believe consistent execution of our strategy over multi-year periods will lead to an increase in our stock price. Stock options, PSUs and RSUs are the vehicles we use to provide our executive officers with a stake in this potential reward of their efforts. The actual compensation realized from stock options is dependent on increases in our stock price after the option grant dates and on each executive officer's decision of when to exercise. The value of PSU and RSU awards is also dependent on our stock price performance over time.

Revenue One-half of PSU awards are based on generating revenue growth over a three-year performance period. Our principal sources of this growth are contributions from new store expansion and increases in both comparable store sales and net credit card revenues. Our objective is to consistently grow revenue at a sufficient pace to facilitate continued market share gains and drive sustainable earnings growth.

EPS The other one-half of PSU awards are based on three-year EPS growth. We believe our focus on achieving sufficiently high growth in EPS over a sustained period will generate substantial value for our shareholders over the long term.

2008 Performance Goals for Variable Plans and Actual Results

Non-Equity Incentive Plan Payouts are based on achieving pre-approved annual EBIT and EVA goals for 2008. One-half of each executive officer's potential non-equity incentive plan payout is determined by performance related to each measure. Because our 2008 performance was well

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below the threshold level for both EBIT and EVA, executive officers did not receive a non-equity incentive payout. The goals in effect for 2008 were as follows:

Non-Equity Incentive Plan Fiscal 2008

Performance Measure	Performance Required for Payout (in millions) Threshold	Goal	Actual Performance (in millions)
EBIT	$ 5,146	$ 5,417	$ 4,541
EVA	$ 797	$ 964	$ 358

Long-Term Equity Incentive Plan Payouts of PSUs are based on actual compound EPS and revenue growth over a three-year period compared with pre-determined goals as shown in the following table:

Equity Incentive Plan (Performance Share Units)
Performance Levels for Outstanding Awards

Base Year	Final Performance Year	Compound Annual EPS Growth Required for Payout At			Compound Annual Revenue Growth Required for Payout At			Actual Performance for Completed Performance Period	
		Threshold	Goal	Maximum	Threshold	Goal	Maximum	EPS Growth	Revenue Growth
2005	2008	7.0%	15.0%	17.5%	7.0%	11.0%	13.0%	2.1%	7.2%
2006	2009	7.0%	14.0%	17.0%	8.0%	10.0%	13.0%	n/a	n/a
2007	2010	7.0%	10.0%	15.0%	6.5%	8.0%	12.0%	n/a	n/a

Details regarding each of the outstanding awards shown above are as follows:

2008 Final Performance Year award: Because our three-year performance ending with fiscal 2008 was only slightly above the threshold for revenue growth and well below the threshold level for EPS, executive officers received a PSU payout near the minimum of our payout matrix for the revenue growth component of the award and no payout for the EPS component of the award.

2009 Final Performance Year award: Executive officers will earn a payout for this PSU award if we achieve compound annual growth rates over a three-year period for revenue and EPS as shown in the preceding table. The fiscal 2006 baseline revenue was adjusted to a 52-week basis for comparability. For purposes of calculating this PSU award, fiscal 2009 EPS will be determined using a fixed effective tax rate established in March 2007 to prevent future tax volatility from having an unintended effect on payouts.

2010 Final Performance Year award: Executive officers will earn a payout for this PSU award if we achieve compound annual growth rates over a three-year period for revenue and EPS as shown in the preceding table. For purposes of calculating this PSU award, fiscal 2010 EPS will be determined using a fixed effective tax rate established in March 2008.

2009 Variable Short-Term and Long-Term Incentive Plans

Non-Equity Incentive Plan Annual payouts for fiscal year 2009 will continue to be based on EBIT and EVA performance measures. However, due to the level of uncertainty in the current economic environment and to correspond with our natural business cycles, the goals for 2009 will be split and based on two separate performance periods, spring season and fall season. The sum of the payouts from each season, if any, will be paid to executive officers in March 2010.

Personal Performance Payments There is no change to this plan for fiscal year 2009.

Long-Term Equity Incentive Plan In response to the uncertain economic environment, we are moving away from the use of absolute measures of revenue growth and EPS within our long-term equity incentive plan. For PSUs granted in 2009, payouts are based on our relative performance as compared to our retail peer companies for both domestic net sales and EPS. We have replaced revenue with domestic net sales to measure our performance in the United States against the performance of our retail peers in the United States. Executive officers will earn a goal payout for PSUs granted in March 2009 if we achieve a rank of 6 among 15 retail peers including ourselves for both the domestic net sales and EPS measures over a three-year period. Fiscal 2008 domestic net sales and EPS will provide the baseline for the March 2009 awards.

Policies on Stock Ownership and Equity Grant Timing

Stock Ownership Requirements

To ensure that the interests of our executive officers remain aligned with long-term shareholder interests, we have stock ownership guidelines that require our executive officers to hold a specific multiple of their base salary in Target common stock. Executive officers have five years to comply with these guidelines from the first day of the fiscal year after they became an executive officer. If compliance is not achieved by the deadline, the executive officer must hold any shares acquired on the exercise of stock options (net of the exercise price and applicable taxes) or the vesting of PSUs or RSUs (net of applicable taxes) until compliance is achieved. If a decline in our stock price is the cause of non-compliance, an executive officer will have one year to achieve compliance.

In determining compliance with these guidelines, executives are considered to own all shares that are subject to SEC Section 16 reporting requirements other than stock options. This includes:

- PSUs that have been earned but not yet issued due to a deferral election;
- Restricted stock and RSUs, whether vested or unvested;
- Shares/share equivalents held in our 401(k) plan and the executive deferred compensation plan; and
- Shares owned directly.

Our guidelines and the compliance status as of March 20, 2009 for the executive officers named in this proxy statement are shown below. All of our named executive officers have met or exceeded their guidelines.

Name	Guideline Amount	Current Amount
	(Multiple of 2008 Base Salary)	
Gregg W. Steinhafel	5X	17.6X
Douglas A. Scovanner	3X	5.8X
Michael R. Francis	3X	3.7X
John D. Griffith	3X	3.1X
Timothy R. Baer	3X	3.2X

Grant Timing Policy

We have the following practices regarding the timing of equity compensation grants which includes stock option exercise price determinations. These practices have not been formalized in a written policy, but they are strictly observed.

- Stock options and RSUs are granted on the date of our regularly scheduled January Compensation Committee meeting. PSUs are granted on the date of our regularly scheduled March Compensation Committee meeting in order to align the grant date of the award with our financial goal-setting process. These meetings are scheduled more than one year in advance.

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We set the exercise price of stock awards at the volume-weighted average trading price of our stock on the grant date. We believe that the volume-weighted average price is a better measure of the fair value of our shares than the closing price on the grant date, as it eliminates the effect of any variations in stock price that may occur in the final minutes of trading if the closing price were used.

We have no practice or policy of coordinating or timing the release of company information around our grant dates. Our information releases are handled in a process completely separate from our equity grants.

On occasion we make equity compensation grants outside of our annual grant cycle for new hires, promotions and recognition or retention purposes. Grants to executive officers are approved by the Compensation Committee with an effective date on or after the date of approval. If the grant date is after the date of approval, it is on a date specified by the Committee at the time of approval.

In addition, our Long-Term Incentive Plan expressly prohibits the repricing of any outstanding stock options.

Retention Elements

Long-Term Incentive Compensation

We have designed certain aspects of our long-term variable equity compensation program to encourage executives to continue their employment with us. Specifically, we use a:

- four-year installment vesting schedule for stock options;
- three-year performance period for PSUs;
- three-year cliff vesting for RSUs; and
- a long-term incentive extension provision that provides a minimum of two additional years to exercise stock options (with continued vesting) following termination. This feature requires at least 15 years of service.

Our other, non-variable compensation programs also contain elements to encourage our executives to remain at Target. These programs are our:

- Pension plans;
- Deferred compensation and 401(k) plans; and
- Perquisites.

Pension Plan

We provide pension benefits to eligible employees. Eligible employees are generally limited to those employed by the corporation prior to January 1, 2009. A detailed description of our pension benefits is set forth in the notes to the compensation tables that follow. Our pension benefits are determined solely with reference to base salary, personal performance payments and non-equity incentive plan payments. Any value realized from equity compensation awards does not influence pension benefits.

Although the pension benefit formula is the same for all eligible employees, for more highly compensated eligible employees we provide this benefit through a combination of a tax-qualified pension plan and related supplemental plans. Because tax regulations limit the amount of compensation that can be used to determine benefits provided by a tax-qualified plan, the supplemental plans are designed to provide the same benefit an eligible employee would have received under the tax-qualified plan if the limitations did not apply. Participation in the supplemental plans is determined solely on the basis of whether an eligible employee's compensation exceeds the limitations applicable to tax-qualified plans and is not limited to an eligible employee's status as an executive officer.

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For eligible officers, we transfer the value of the supplemental pension benefit to their deferred compensation account to allow them to direct the investment of the value of their pension benefit, give them more flexibility regarding the timing of receipt of their benefits, and provide them with more visibility into the value of their pension benefit. We believe this feature assists our retention objective.

Deferred Compensation

We currently offer a nonqualified deferred compensation plan, called the Target Corporation Officer EDCP (EDCP), which is generally available to all employees at the management level. This plan is designed to allow for retirement savings above the limits imposed by the IRS for 401(k) plans on a tax-deferred basis. Amounts deferred into EDCP can be indexed to the same investment alternatives, including Target common stock, that are available to all eligible employees under our 401(k) plan.

For a small number of executive officers, we provide "above-market" earnings that represent an interest credit under an older, frozen deferred compensation plan, called the Target Corporation Officer Deferred Compensation Plan (ODCP). Deferrals into this plan were discontinued in 1996, and no new participants were allowed into the plan after that year. Since then, we have continued to pay an above-market interest credit on plan balances in accordance with the plan's terms.

Balances in the deferred compensation plans reflect the savings, earnings and supplemental pension benefits that have accumulated over time. The amounts directly correlate to the long tenure of our executives, individual investment choices and individual decisions regarding the level of savings over time.

Perquisites

We provide certain perquisites to our executive officers, principally to allow them to devote more time to company business and to promote their health and safety. The Compensation Committee reviews these perquisites annually to ensure they are consistent with our philosophy and appropriate in magnitude. The personal use of our aircraft and local commuting services provided to our CEO are provided for security reasons. Other perquisites are described on pages 36-37 of this proxy statement.

Employment Contracts

None of our executive officers, including our CEO, have employment contracts.

Income Continuance

We have an Income Continuance Policy (ICP) that is provided to executives who are involuntarily terminated without cause because we believe it is appropriate to provide continued income to assist in their occupational transition. The maximum payment under this policy (paid during regular pay cycles over two years) is two times the sum of base salary plus the average of the last three years of personal performance and non-equity incentive plan payments.

Executive-Specific Variations in Targeted Compensation Levels

The design of our compensation elements is generally the same for all executive officers, except as follows:

Mr. Ulrich

Mr. Ulrich turned 65 in April 2008 and retired as our CEO effective May 1, 2008, as required by our mandatory retirement policy. He remained Chairman of the Board through January, 2009. Mr. Ulrich became CEO on April 13, 1994. During his tenure, Target Stores nearly tripled the number of locations, increased sales more than four times, and has become one of the most recognized and valuable brands in retail.

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As a result of his long career with the organization, his choice to defer the majority of his compensation regularly, and our financial success under his stewardship, Mr. Ulrich received significant deferred compensation payments in 2008. In addition, Mr. Ulrich received much of his compensation in the mid-1980s and into the 1990s through the ODCP, designed to retain premier talent and to reward longevity with the company. As mentioned earlier, this plan was frozen in 1996.

Due to his retirement, Mr. Ulrich did not receive any stock option or RSU awards in fiscal 2008. Mr. Ulrich did not receive a personal performance payment for fiscal 2008.

Mr. Steinhafel

Mr. Steinhafel became our CEO on May 1, 2008 and was named Chairman of the Board effective February 1, 2009. He has been with Target for nearly 30 years, and has helped create and implement many of the strategies that have contributed to our long-term success. Mr. Steinhafel's most recent long-term incentive awards (January 2009 stock options and RSUs, and March 2009 PSUs) were based on total direct compensation positioning around the 60^{th} and 75^{th} percentiles of our general and retail industry benchmark data for CEOs at goal, respectively. Mr. Steinhafel's personal performance payment is 100% discretionary. For fiscal 2008, the Board considered a number of factors in determining Mr. Steinhafel's personal performance payment, including the additional responsibilities related to his promotion to chief executive officer, the strength of his leadership during a period of significant economic challenges and his focus on greater strategic alignment, transparency and clarity throughout the organization. In balancing these positive considerations with our disappointing financial results during 2008, the Board determined that Mr. Steinhafel's 2008 personal performance payment would be equivalent to his 2007 personal performance payment of $447,680.

Tax Considerations Code Section 162(m)

Our compensation programs are designed to allow us to comply with the tax deductibility limitations of Section 162(m) of the Internal Revenue Code in the following ways:

- Under a shareholder-approved plan, most of our long-term equity awards qualify as deductible performance-based compensation under Section 162(m).

- Our non-equity incentive plan payments are paid under a shareholder-approved plan and intended to qualify as deductible performance-based compensation. The 2008 personal performance payments, which are classified as bonus payments in the Summary Compensation Table, do not qualify as deductible performance-based compensation.

- For any compensation that is not deductible under Section 162(m), we encourage executive officers to defer the portion of their compensation that would not be deductible. Because deferred compensation is generally not payable until after termination of employment, it is not subject to the deduction limits of Section 162(m) when ultimately paid. However, we will pay compensation above the limit to maintain flexibility and help retain and motivate our executive officers.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis with management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in our annual report on Form 10-K and this proxy statement.

Compensation Committee members:

James A. Johnson, Chair
Calvin Darden
Stephen W. Sanger
Solomon D. Trujillo

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Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus	Stock Awards(1)	Option Awards(2)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings(3)	All Other Compensation(4)	Total
Gregg W. Steinhafel	2008	$ 1,345,769	$ 447,680	$ (1,861,911)	$ 5,049,389	$ 0	$ 340,537	$ 539,953	$ 5,861,417
Chairman, President &	2007	$ 1,235,769	$ 447,680	$ 496,676	$ 3,212,073	$ 54,141	$ 265,699	$ 323,020	$ 6,035,058
Chief Executive Officer	2006	$ 1,130,000	$ 389,411	$ 6,118,836	$ 2,977,996	$ 654,197	$ 313,234	$ 472,979	$ 12,056,653
Douglas A. Scovanner									
	2008	$ 972,115	$ 270,203	$ 67,765	$ 4,195,943	$ 0	$ 142,271	$ 306,724	$ 5,955,021
Executive Vice President &	2007	$ 915,961	$ 270,203	$ 2,035,396	$ 1,952,340	$ 34,094	$ 109,719	$ 291,536	$ 5,609,249
Chief Financial Officer	2006	$ 881,635	$ 274,560	$ 3,159,653	$ 1,283,511	$ 480,566	$ 144,598	$ 313,047	$ 6,537,570
Michael R. Francis									
	2008	$ 803,846	$ 231,558	$ (661,379)	$ 1,705,806	$ 0	$ 27,536	$ 344,987	$ 2,452,354
Executive Vice President	2007	$ 710,769	$ 231,558	$ 1,060,642	$ 1,928,357	$ 29,219	$ 16,050	$ 201,272	$ 4,177,867
Chief Marketing Officer	2006	$ 665,770	$ 201,920	$ 2,291,595	$ 1,322,070	$ 353,423	$ 30,785	$ 269,677	$ 5,135,240
John D. Griffith									
	2008	$ 672,115	$ 198,742	$ (203,316)	$ 1,049,442	$ 0	$ 12,323	$ 200,115	$ 1,929,421
Executive Vice President	2007	$ 598,077	$ 198,742	$ 774,181	$ 774,595	$ 25,077	$ 2,815	$ 165,904	$ 2,539,391
Property Development	2006	$ 549,039	$ 187,200	$ 1,620,404	$ 624,646	$ 327,659	$ 11,799	$ 180,117	$ 3,500,864
Timothy R. Baer									
	2008	$ 597,115	$ 184,327	$ 200,269	$ 1,589,578	$ 0	$ 15,283	$ 237,474	$ 2,824,046
Executive Vice President, General Counsel & Corporate Secretary									
Robert J. Ulrich									
	2008	$ 1,600,000	$ 0	$ (7,058,609)	$ 4,245,562	$ 0	$ 983,745	$ 1,285,507	$ 1,056,205
Former Chairman &									