

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 9, 1997

WOOLWORTH CORPORATION
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdic-
tion of incorporation)

No. 1-10299
(Commission
File Number)

13-3513936
(IRS Employer
Identification No.)

233 Broadway, New York, New York
(Address of principal executive offices)

10279-0003
(Zip Code)

Registrant's telephone number, including area code: (212) 553-2000

Item 5. Other Events.

On April 9, 1997, the Registrant announced that Andrew P. Hines will resign as Senior Vice President and Chief Financial Officer of the Registrant effective April 30, 1997. (See Exhibit 99, which, in its entirety, is incorporated herein by reference.)

Item 7. Financial Statements and Exhibits.

(c) Exhibits

In accordance with the provisions of Item 601 of Regulation S-K, an index of exhibits is included in this Form 8-K on page 3.

SIGNATURES

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

WOOLWORTH CORPORATION
(Registrant)

Date: April 10, 1997

By: /s/GARY M. BAHLER

Gary M. Bahler
Vice President, General
Counsel and Secretary

WOOLWORTH CORPORATION

INDEX OF EXHIBITS
FURNISHED IN ACCORDANCE
WITH THE PROVISIONS OF
ITEM 601 OF REGULATION S-K

Exhibit No. in Item 601
of Regulation S-K

Description

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99	News Release Dated April 9, 1997

* Not applicable.

[WOOLWORTH CORPORATION LETTERHEAD]

NEWS RELEASE

CONTACT: Juris Pagrabs
Vice President
Investor Relations
(212) 553-7017

FOR IMMEDIATE RELEASE

WOOLWORTH CORPORATION ANNOUNCES RESIGNATION OF
ANDREW P. HINES, SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

NEW YORK, New York, April 9, 1997 - Woolworth Corporation (NYSE:Z) announced today that Andrew P. Hines, its Senior Vice President and Chief Financial Officer, will resign effective April 30 to pursue other personal interests. The Company expects to name a successor to Hines shortly.

"Andy Hines' hard work and expert guidance, during a particularly challenging rebuilding period, contributed to the success of our financial restructuring, which was completed a year earlier than originally planned," said Roger N. Farah, Chairman of the Board and Chief Executive Officer. "We thank him for his efforts and wish him well."

Woolworth Corporation operates nearly 8,000 stores in North America, Europe, Australia, and Asia, with names such as Foot Locker, Northern Reflections, Woolworth, After Thoughts, and Champs Sports.

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