

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

SCHEDULE 13G

Under the Securities exchange Act of 1934

(AMENDMENT NO.2)*

VENATOR GROUP INC

 (NAME OF ISSUER)

COM

 (TITLE OF CLASS OF SECURITIES)

922944103

 (CUSIP NUMBER)

August 31, 1999

 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- X Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ('Act') or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(CONTINUED ON FOLLOWING PAGE(S))

CUSIP NO. 922944103

13G

Page 2 of 13 Pages

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances I.A.R.D. Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A) []

(B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES
 BENEFICIALLY

5. SOLE VOTING POWER

5,256,901

OWNED AS OF

6. SHARED VOTING POWER

19,662,700

August 31, 1999

BY EACH
 REPORTING

7. SOLE DISPOSITIVE POWER

24,527,621

PERSON WITH:

8. SHARED DISPOSITIVE POWER

427,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

24,954,721

(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN

SHARES *

| |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.2%

12. TYPE OF REPORTING PERSON *

IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A) []

(B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF August 31, 1999 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	5,256,901
	6. SHARED VOTING POWER	19,662,700
	7. SOLE DISPOSITIVE POWER	24,527,621
	8. SHARED DISPOSITIVE POWER	427,100
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		24,954,721
(Not to be construed as an admission of beneficial ownership)		
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES *		
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9		18.2%
12. TYPE OF REPORTING PERSON *		
IC		

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Conseil Vie Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP *

(A) []

(B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF August 31, 1999 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	5,256,901
	6. SHARED VOTING POWER	19,662,700
	7. SOLE DISPOSITIVE POWER	24,527,621
	8. SHARED DISPOSITIVE POWER	427,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING PERSON

24,954,721

(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
SHARES *

| |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

18.2%

12. TYPE OF REPORTING PERSON *

IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Courtagage Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
 (B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF August 31, 1999 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	5,256,901
	6. SHARED VOTING POWER	19,662,700
	7. SOLE DISPOSITIVE POWER	24,527,621
	8. SHARED DISPOSITIVE POWER	427,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 24,954,721
 (Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES * | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.2%

12. TYPE OF REPORTING PERSON *
 IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
 (B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES	5. SOLE VOTING POWER	5,256,901
BENEFICIALLY		
OWNED AS OF	6. SHARED VOTING POWER	19,662,700
August 31, 1999		
BY EACH	7. SOLE DISPOSITIVE POWER	24,527,621
REPORTING		
PERSON WITH:	8. SHARED DISPOSITIVE POWER	427,100

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 24,954,721
 (Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES * | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 18.2%

12. TYPE OF REPORTING PERSON *
 IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351
 (formerly known as The Equitable Companies Incorporated)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP * (A) []
 (B) [X]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

NUMBER OF SHARES	5. SOLE VOTING POWER	4,825,101
BENEFICIALLY		
OWNED AS OF	6. SHARED VOTING POWER	19,662,700
August 31, 1999		
BY EACH	7. SOLE DISPOSITIVE POWER	24,522,921
REPORTING		
PERSON WITH:	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
 REPORTING PERSON 24,522,921
 (Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN
 SHARES * | |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 17.9%

12. TYPE OF REPORTING PERSON *
 HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:
VENATOR GROUP INC

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Item 1(b) Address of Issuer's Principal Executive Offices:
233 Broadway
New York, NY 102790003

Item 2(a) and (b)
Name of Person Filing and Address of Principal Business Office:

AXA Conseil Vie Assurance Mutuelle,
100-101 Terrasse Boieldieu
92042 Paris La Defense France

AXA Assurances I.A.R.D Mutuelle, and
AXA Assurances Vie Mutuelle,
21, rue de Chateaudun
75009 Paris France

AXA Courtage Assurance Mutuelle,
26, rue Louis le Grand
75002 Paris France

as a group (collectively, the 'Mutuelles AXA').

AXA
9 Place Vendome
75001 Paris France

AXA Financial, Inc.
(formerly known as The Equitable Companies Incorporated)
1290 Avenue of the Americas
New York, New York 10104

(Please contact Patrick Meehan at (212) 314-5644 with any questions.)

Item 2(c) Citizenship:
Mutuelles AXA and AXA France
AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:
COM

Item 2(e) CUSIP Number:
922944103

Item 3. Type of Reporting Person:
AXA Financial, Inc. as a parent holding company,
in accordance with 240.13d-1 (b) (ii) (G).

The Mutuelles AXA, as a group, acting as a parent
holding company.

AXA as a parent holding company.

Item 4. Ownership as of August 31, 1999:

(a) Amount Beneficially Owned:

24,954,721 shares of common stock beneficially owned including:

	No. of Shares	

The Mutuelles AXA, as a group		0
AXA		0
AXA Entity or Entities:		
National Mutual Funds Management (Australia)		
Common Stock	4,700	4,700

AXA Rosenberg (U.S.)		
Common Stock	427,100	427,100

acquired solely for investment purposes.		
AXA Financial, Inc.		0
Subsidiaries:		
Alliance Capital Management L.P.		
acquired solely for investment purposes on		
behalf of client discretionary investment		
advisory accounts:		
Common Stock	21,200,920	21,200,920

Donaldson, Lufkin & Jenrette Securities Corporation		
held for investment purposes:		
Common Stock	3,000	3,000

The Equitable Life Assurance Society of the United States		
acquired solely for investment purposes.		
Common Stock	3,319,001	3,319,001
	-----	-----
Total		24,954,721
		=====

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G).

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.)

(b) Percent of Class:

18.2%
=====

(c) Deemed Voting Power and Disposition Power:

	(i) Deemed to have Sole Power to Vote or to Direct the Vote -----	(ii) Deemed to have Shared Power to Vote or to Direct the Vote -----	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition -----	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition -----
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0
AXA Entity or Entities:				
National Mutual Funds				
Management (Australia)	4,700	0	4,700	0
AXA Rosenberg (U.S.)	427,100	0	0	427,100
AXA Financial, Inc.	0	0	0	0
Subsidiaries:				
- - - - -				
Alliance Capital Management L.P.	1,506,100	19,662,700	21,200,920	0
Donaldson, Lufkin & Jenrette Securities Corporation	0	0	3,000	0
The Equitable Life Assurance Society of the United States	3,319,001	0	3,319,001	0
TOTAL	5,256,901	19,662,700	24,527,621	427,100
	=====	=====	=====	=====

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.

()

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which beneficially owns a majority interest in AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

- (X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities;
- (X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:
 - National Mutual Funds Management (Australia)
 - AXA Rosenberg (U.S.)
- (X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of its following subsidiaries:
- (X) Alliance Capital Management L.P.
(13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) Donaldson, Lufkin & Jenrette Securities Corporation
(13-2741729), a broker-dealer registered under Section 15 of the Securities and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) The Equitable Life Assurance Society of the United States
(13-5570651), an insurance company, a broker-dealer registered under Section 15 of the Securities and Exchange Act of 1934 and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

- Item 8. Identification and Classification of Members of the Group. N/A
- Item 9. Notice of Dissolution of Group: N/A
- Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: September 10, 1999

AXA FINANCIAL, INC.*

Alvin H. Fenichel
Senior Vice President
and Controller

*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

JOINT FILING AGREEMENT

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: September 10, 1999

AXA Financial, Inc.

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Senior Vice President
and Controller

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; AXA Conseil Vie Assurance Mutuelle; AXA Courtage Assurance Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

Alvin H. Fenichel
Attorney-in-Fact
(Executed pursuant to Powers of Attorney)