

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 12)

VENATOR GROUP, INC.

(formerly named Woolworth Corporation)

(Name of Issuer)

Common Stock, \$.01 par value per share
(Title of class of securities)

980883 10 2
(CUSIP number)

Gary K. Duberstein, Esq.
Greenway Partners, L.P.
277 Park Avenue, 27th Floor
New York, New York 10172
(212) 350-5100

(Name, address and telephone number of person authorized
to receive notices and communications)

N/A

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report
the acquisition that is the subject of this Schedule 13D, and is filing this
schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the
following box .

Note: Schedules filed in paper format shall include a signed original and five
copies of the schedule, including all exhibits. Seess. 240.13d-7 for other
parties to whom copies are to be sent.

(Continued on following pages)

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CUSIP No. 980883 10 2

13D

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1	NAME OF REPORTING PERSON	GREENWAY PARTNERS, L.P.
	S.S. OR I.R.S. IDENTIFICATION NO.	13-3714238
	OF ABOVE PERSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/>
		(b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	
	<input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware
	NUMBER OF SHARES	7
	SOLE VOTING POWER:	2,350,000
	BENEFICIALLY OWNED BY	8
	SHARED VOTING POWER:	0
	EACH REPORTING	9
	SOLE DISPOSITIVE POWER:	2,350,000
	PERSON WITH	10
	SHARED DISPOSITIVE POWER:	0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,350,000

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	1.7%
14	TYPE OF REPORTING PERSON:	PN

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENTREE PARTNERS, L.P. 13-3752875
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware
	7	SOLE VOTING POWER: 1,500,900
NUMBER OF SHARES		
	8	SHARED VOTING POWER: 0
BENEFICIALLY OWNED BY		
	9	SOLE DISPOSITIVE POWER: 1,500,900
EACH REPORTING		
	10	SHARED DISPOSITIVE POWER: 0
PERSON WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	1,500,900
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	1.1%
14	TYPE OF REPORTING PERSON:	PN

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENHOUSE PARTNERS, L.P. 13-3793447
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC, AF, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware
	7	SOLE VOTING POWER: 0
NUMBER OF SHARES		
	8	SHARED VOTING POWER: 2,350,000
BENEFICIALLY OWNED BY		
	9	SOLE DISPOSITIVE POWER: 0
EACH REPORTING		
	10	SHARED DISPOSITIVE POWER: 2,350,000
PERSON WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,350,000
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	1.7%
14	TYPE OF REPORTING PERSON:	PN

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENHUT L.L.C. 13-3793450
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC, AF, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware
	7	SOLE VOTING POWER: 0
NUMBER OF SHARES	8	SHARED VOTING POWER: 1,500,900
BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER: 0
EACH REPORTING	10	SHARED DISPOSITIVE POWER: 1,500,900
PERSON WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	1,500,900
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	1.1%
14	TYPE OF REPORTING PERSON:	00

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENBELT CORP. 13-3791931
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware
	7 NUMBER OF SHARES	SOLE VOTING POWER: 9,896,322
	8 BENEFICIALLY OWNED BY	SHARED VOTING POWER: 0
	9 EACH REPORTING	SOLE DISPOSITIVE POWER: 9,896,322
	10 PERSON WITH	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	9,896,322
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	7.1%
14	TYPE OF REPORTING PERSON:	CO

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENSEA OFFSHORE, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Cayman Islands
	7	SOLE VOTING POWER: 2,250,000
	8	SHARED VOTING POWER: 0
	9	SOLE DISPOSITIVE POWER: 2,250,000
	10	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,250,000
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	1.6%
14	TYPE OF REPORTING PERSON:	PN

1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENHUT OVERSEAS, L.L.C. 13-3868906
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	WC, AF, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware
	7	SOLE VOTING POWER: 0
NUMBER OF SHARES		
	8	SHARED VOTING POWER: 2,250,000
BENEFICIALLY OWNED BY		
	9	SOLE DISPOSITIVE POWER: 0
EACH REPORTING		
PERSON WITH	10	SHARED DISPOSITIVE POWER: 2,250,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	2,250,000
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	1.6%
14	TYPE OF REPORTING PERSON:	00

1	NAME OF REPORTING PERSON	ALFRED D. KINGSLEY
	S.S. OR I.R.S. IDENTIFICATION NO.	
	OF ABOVE PERSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	PF, AF, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	United States
	7	SOLE VOTING POWER: 832,300
	8	SHARED VOTING POWER: 15,997,222
	9	SOLE DISPOSITIVE POWER: 832,300
	10	SHARED DISPOSITIVE POWER: 15,997,222
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	16,829,522
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	12.1%
14	TYPE OF REPORTING PERSON:	IN

1	NAME OF REPORTING PERSON	GARY K. DUBERSTEIN
	S.S. OR I.R.S. IDENTIFICATION NO.	
	OF ABOVE PERSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	PF, AF, 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	Delaware
	7	SOLE VOTING POWER: 0
	8	SHARED VOTING POWER: 15,997,222
	9	SOLE DISPOSITIVE POWER: 0
	10	SHARED DISPOSITIVE POWER: 15,997,222
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	15,997,222
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	11.5%
14	TYPE OF REPORTING PERSON:	IN

This Amendment No. 12 ("Amendment No. 12") amends the Statement on Schedule 13D (the "Schedule 13D") filed on May 18, 1998, as amended by Amendment No. 1 filed on June 5, 1998, Amendment No. 2 filed on July 7, 1998, Amendment No. 3 filed on August 23, 1998, Amendment No. 4 filed on October 2, 1998, Amendment No. 5 filed on December 1, 1998, Amendment No. 6 filed on January 6, 1999, Amendment No. 7 filed on January 29, 1999, Amendment No. 8 filed on March 12, 1999, Amendment No. 9 filed on March 25, 1999, Amendment No. 10 filed on March 13, 2000 and Amendment No. 11 filed on January 19, 2001 and is filed by and on behalf of Greenway Partners, L.P. ("Greenway"), Greentree Partners, L.P. ("Greentree"), Greenhouse Partners, L.P. ("Greenhouse"), Greenhut, L.L.C. ("Greenhut"), Greenbelt Corp. ("Greenbelt"), Greensea Offshore, L.P. ("Greensea"), Greenhut Overseas, L.L.C. ("Greenhut Overseas"), Alfred D. Kingsley ("Kingsley") and Gary K. Duberstein ("Duberstein"; the foregoing persons being referred to collectively as the "Reporting Persons"). Capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date of this Statement, the Reporting Persons beneficially owned in the aggregate 16,829,522 Shares constituting 12.1% of the outstanding Shares (the percentage of Shares owned being based upon 139,471,607 Shares outstanding on June 1, 2001, as set forth in the Issuer's quarterly report on Form 10-Q for the fiscal quarter ended May 5, 2001). The Reporting Persons may be deemed to have direct beneficial ownership of Shares as follows:

Name	Number of Shares	Approximate Percentage of Outstanding Shares
-----	-----	-----
Greenway	2,350,000	1.7%
Greentree	1,500,900	1.1%
Greenbelt	9,896,322	7.1%
Greensea	2,250,000	1.6%
Kingsley	832,300	0.6%

Greenhouse, as the general partner of Greenway, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greenway may be deemed to possess direct beneficial ownership. Each of Kingsley and Duberstein, as general partners of Greenhouse, may be deemed to beneficially own Shares which Greenhouse may be deemed to beneficially own. Each of Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenhut, as the general partner of Greentree, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greentree may be deemed to possess direct beneficial ownership. Each of Kingsley and Duberstein, as members of Greenhut, may be deemed to beneficially own Shares which Greenhut may be deemed to beneficially own. Each of Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenhut Overseas, as the investment general partner of Greensea, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greensea may be deemed to possess direct beneficial ownership. Each of Kingsley and Duberstein,

as members of Greenhut Overseas, may be deemed to beneficially own Shares which Greenhut Overseas may be deemed to beneficially own. Each of Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenbelt has direct beneficial ownership of the Shares in the accounts that it manages. Each of Kingsley and Duberstein, as executive officers and directors of Greenbelt, may be deemed to beneficially own Shares that Greenbelt beneficially owns. Each of Kingsley and Duberstein hereby disclaims beneficial ownership of such Shares for all other purposes.

(b) Greenway has the sole power to vote or direct the vote of 2,350,000 Shares and the sole power to dispose or to direct the disposition of such Shares. Greenhouse and Kingsley and Duberstein may be deemed to share with Greenway the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greentree has the sole power to vote or direct the vote of 1,500,900 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhut, Kingsley and Duberstein may be deemed to share with Greentree the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greensea has the sole power to vote or direct the vote of 2,250,000 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhut Overseas, Kingsley and Duberstein may be deemed to share with Greensea the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greenbelt has the sole power to vote or direct the vote of 9,986,322 Shares and the sole power to dispose or direct the disposition of such Shares. Kingsley and Duberstein may be deemed to share with Greenbelt the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Kingsley has the sole power to vote or direct the vote of 832,300 Shares and the sole power to dispose or direct the disposition of such Shares.

(c) Information concerning transactions in the Shares by the Reporting Persons during the last sixty days is set forth in Exhibit 22, attached hereto, which is incorporated herein by reference.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares, except the dividends from, or proceeds from the sale of Shares in each respective account managed by Greenbelt will be delivered into each such respective account, as the case may be. No such individual account has an interest in more than five percent of the class of outstanding Shares.

(e) Not applicable.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following Exhibits are filed herewith:

22. Information concerning transactions in the Shares effected by the Reporting Persons during the past sixty days.

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SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: July 10, 2001

GREENHOUSE PARTNERS, L.P.

By: /s/ Gary K. Duberstein

Gary K. Duberstein
General Partner

GREENHUT, L.L.C.

By: /s/ Gary K. Duberstein

Gary K. Duberstein
Member

GREENHUT OVERSEAS, L.L.C.

By: /s/ Gary K. Duberstein

Gary K. Duberstein
Member

GREENWAY PARTNERS, L.P.

By: Greenhouse Partners, L.P.
General Partner

By: /s/ Gary K. Duberstein

Gary K. Duberstein
General Partner

GREENTREE PARTNERS, L.P.

By: Greenhut, L.L.C.
General Partner

By: /s/ Gary K. Duberstein

Gary K. Duberstein
Member

GREENSEA OFFSHORE, L.P.

By: Greenhut Overseas, L.L.C.
Investment General Partner

By: /s/ Gary K. Duberstein

Gary K. Duberstein
Member

GREENBELT CORP.

By: /s/ Alfred D. Kingsley

Alfred D. Kingsley
President

/s/ Alfred D. Kingsley

Alfred D. Kingsley

/s/ Gary K. Duberstein

Gary K. Duberstein

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
22.	Information concerning transactions in the Shares effected by the Reporting Persons during the past sixty days.

TRANSACTIONS IN SHARES OF THE ISSUER

The Reporting Persons engaged in the following transactions in Shares of the Issuer during the past 60 days. All such transactions involved sales of Shares and were effected on The New York Stock Exchange.

Reporting Person With Direct Beneficial Ownership	Date of Transaction	Number of Shares	Price per Share (Excluding Commissions)
Greenbelt	06/14/01	(670,000)	\$14.1765
Greenbelt	06/15/01	(435,000)	\$14.9013