

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934(1)
(Amendment No. 2)*

WOOLWORTH CORPORATION
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

980883102
(CUSIP Number)

Check the following box if a fee is being paid with this statement: [X]. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

(1) 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).

CUSIP NO. 460146103

Page 2 of 8 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

MERRILL LYNCH & CO., INC.

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

(a) []

(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 5 SOLE VOTING POWER
SHARES NONE

BENEFICIALLY 6 SHARED VOTING POWER
OWNED** BY EACH 5,866,253

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON WITH NONE

8 SHARED DISPOSITIVE POWER
5,866,253

9 AGGREGATE AMOUNT BENEFICIALLY OWNED** BY EACH REPORTING PERSON
27,185,902

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.4%

12 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 460146103

Page 3 of 8 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 MERRILL LYNCH, PIERCE FENNER & SMITH INCORPORATED
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER NONE
	6	SHARED VOTING POWER 16,133
	7	SOLE DISPOSITIVE POWER NONE
	8	SHARED DISPOSITIVE POWER 16,133

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
16,133

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

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0%

12 TYPE OF REPORTING PERSON*
BD, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1.

(a) Name of Issuer.

Woolworth Corporation

b) Address of Issuer's Principal Executive Offices.

233 Broadway
The Woolworth Building
New York, NY 10279

Item 2.

(a) Name of Person Filing.

Merrill Lynch & Co., Inc.

Merrill Lynch, Pierce, Fenner & Smith Incorporated

(b) Address of Principal Business Office, or, if None, Residence.

The address of the principal business office of Merrill Lynch &
Co., Inc. is World Financial Center, North Tower, 250 Vesey
Street, New York, New York 10281.

The address of the principal business office of Merrill Lynch,

Pierce, Fenner & Smith Incorporation is World Financial Center, North Tower, 250 Vesey Street, New York, New York 10281.

(c) Citizenship.

See Item 4 of Cover Pages

(d) Title of Class of Securities.

Common Stock

(e) CUSIP Number.

980883102

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:

Merrill Lynch & Co., Inc. ("ML&Co."), is a parent holding company, in accordance with Section 240.13d-1(b)(1)(ii)(G). Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPS&S") is a broker-dealer registered under Section 15 of the Securities Exchange Act of 1934 (the "Act").

Item 4. Ownership.

(a) Amount Beneficially Owned.

See Item 9 of Cover Pages. Pursuant to Section 240.13d-4, ML&Co. and MLPF&S (the "Reporting Persons") disclaim beneficial ownership of the securities of Woolworth Corporation (the "Issuer") referred to herein, and the filing of this Schedule 13G shall not be construed as an admission that the reporting Persons are, for the purposes of Section 13(d) or 13(g) of the Act, the beneficial owner of any securities of the Issuer covered by this statement, other than certain securities of the Issuer held in MLPF&S proprietary accounts.

(b) Percent of Class.

See Item 11 of Cover Pages

(c) Deemed Voting Power and Disposition Power:

Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

See Item 5 of Cover Pages

(ii) shares power to vote or to direct the vote:

See Item 6 of Cover Pages

(iii) sole power to dispose or to direct the disposition of:

See Item 7 of Cover Pages

(iv) shared power to dispose or to direct the disposition of:

See Item 8 of Cover Pages

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, checking the following. [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Securities Being Reported on By the Parent Holding Company.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below each of the undersigned certifies that, to the best of their 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: February 14, 1995

Merrill Lynch & Co., Inc.

By:/s/ Richard B. Alsop

Name: Richard A. Alsop

Title: Attorney-in-fact(*)

Merrill Lynch, Pierce, Fenner &
Smith Incorporated

By:/s/ Richard B. Alsop

Name: Richard B. Alsop

Title: Attorney-in-fact(**)

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

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(*) Signed pursuant to a power of attorney, dated November 17, 1995, included as Exhibit B to Schedule 13G filed with the Securities and Exchange Commission by Merrill Lynch & Co., Inc., et. al. on February 14, 1995 with respect to Woolworth Corporation.

(**) Signed pursuant to a power of attorney, dated November 17, 1995, included as Exhibit C to Schedule 13G filed with the Securities and Exchange Commission by Merrill Lynch & Co., Inc., et. al. on February 14, 1995 with respect to Woolworth Corporation.

Exhibit A to Schedule 13G

ITEM 7 DISCLOSURE RESPECTING SUBSIDIARIES

One of the persons filing this report, Merrill Lynch & Co., Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML&Co."), is a parent holding company pursuant to Section 240.13d-1(b)(1)(ii)(G). The relevant subsidiaries of ML&Co. are Merrill Lynch, Pierce, Fenner & Smith Incorporated, a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("MLPF&S") and Merrill Lynch Group, Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML Group"). The relevant subsidiary of ML Group, a parent holding company pursuant to Section 240.13d-1(b)(1)(ii)(G), is Princeton Services, Inc., a Delaware corporation with its principal place of business at Princeton Corporate Campus, 800 Scudders Mill Road, Plainsboro, New Jersey ("PSI"), which is the general partner of Fund Lynch Asset Management, L.P. (d/b/a Fund Asset Management ("FAM")) and Merrill Lynch Asset

Management, L.P. (d/b/a Merrill Lynch Asset Management ("MLAM")).

ML Group, a wholly owned direct subsidiary of ML&Co., may be deemed to be the beneficial owner of 4.4% of the common stock of the Company by virtue of its control of its wholly owned subsidiary PSI.

PSI, a wholly owned direct subsidiary of ML Group, may be deemed to be the beneficial owner of 4.4% of the common stock of the Company by virtue of its being general partner of FAM and MLAM.

FAM, a Delaware limited partnership with its principal place of business at Princeton Corporate Campus, 800 Scudders Mill Road, Plainsboro, New Jersey, is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. FGAM may be deemed to be the beneficial owner of 3.9% of the common stock of the Company by virtue of its acting as investment adviser to investment companies registered under Section 8 of the Investment Company Act of 1940.

MLAM, a Delaware limited partnership with its principal place of business at Princeton Corporate Campus, 800 Scudders Mill Road, Plainsboro, New Jersey, is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. MLAM may be deemed to be the beneficial owner of 0.5% of the common stock of the Company by virtue of its acting as investment adviser to investment companies registered under Section 8 of the Investment Company Act of 1940.

Pursuant to Section 240.13d-4, ML&Co., MLPF&S, ML Group, PSI, FAM and MLAM disclaim beneficial ownership of the securities of the Company, and the filing of this Schedule 13G shall not be construed as an admission that any such entity is for the purposes of Section 13(d) or 13(g) of the Securities Act of 1934, the beneficial owner of any securities of the Company other than, in the case of ML&Co. and MLPF&S, certain securities of the Company held by MLPF&S in proprietary accounts.