

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 5)

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)

November 27, 1998
(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. See ss. 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)
(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF 7 SOLE VOTING POWER: 1,700,000
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 0
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 1,700,000
REPORTING

PERSON WITH

10

SHARED DISPOSITIVE POWER:

0

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING
PERSON:

1,700,000

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

1.3%

14

TYPE OF REPORTING PERSON:

PN

1 NAME OF REPORTING PERSON GREENTREE PARTNERS, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. 13-3752875
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF 7 SOLE VOTING POWER: 1,040,000
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 0
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 1,040,000
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING
PERSON: 1,040,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 0.8%

14 TYPE OF REPORTING PERSON: PN

1 NAME OF REPORTING PERSON GREENHOUSE PARTNERS, L.P.
S.S. OR I.R.S. IDENTIFICATION NO. 13-3793447
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF SHARES 7 SOLE VOTING POWER: 0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: 1,700,000

EACH REPORTING 9 SOLE DISPOSITIVE POWER: 0

PERSON WITH 10 SHARED DISPOSITIVE POWER: 1,700,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING
PERSON: 1,700,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.3%

14 TYPE OF REPORTING PERSON: PN

1	NAME OF REPORTING PERSON	GREENHUT, L.L.C.
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	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
NUMBER OF SHARES	7	SOLE VOTING POWER: 0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: 1,040,000
EACH REPORTING	9	SOLE DISPOSITIVE POWER: 0
PERSON WITH	10	SHARED DISPOSITIVE POWER: 1,040,000
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	1,040,000
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):	0.8%
14	TYPE OF REPORTING PERSON:	00

1	NAME OF REPORTING PERSON	GREENBELT CORP.
	S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	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
NUMBER OF SHARES	7	SOLE VOTING POWER: 8,162,222
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER: 0
EACH REPORTING	9	SOLE DISPOSITIVE POWER: 8,162,222
PERSON WITH	10	SHARED DISPOSITIVE POWER: 0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	8,162,222
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):	6.0%
14	TYPE OF REPORTING PERSON:	CO

1 NAME OF REPORTING PERSON GREENSEA OFFSHORE, L.P.
S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Cayman Islands

NUMBER OF SHARES 7 SOLE VOTING POWER: 1,600,000

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER: 0

EACH REPORTING 9 SOLE DISPOSITIVE POWER: 1,600,000

PERSON WITH 10 SHARED DISPOSITIVE POWER: 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING
PERSON: 1,600,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.2%

14 TYPE OF REPORTING PERSON: PN

1 NAME OF REPORTING PERSON GREENHUT OVERSEAS, L.L.C.
S.S. OR I.R.S. IDENTIFICATION NO. 13-3868906
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (a)
(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

NUMBER OF 7 SOLE VOTING POWER: 0
SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 1,600,000
OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 0
REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 1,600,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING
PERSON: 1,600,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 1.2%

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)
(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

7 NUMBER OF SHARES SOLE VOTING POWER: 401,800

8 BENEFICIALLY OWNED BY SHARED VOTING POWER: 12,502,222

9 EACH REPORTING SOLE DISPOSITIVE POWER: 401,800

10 PERSON WITH SHARED DISPOSITIVE POWER: 12,502,222

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING
PERSON: 12,904,022

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 9.5%

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)
(b)

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):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States

7 NUMBER OF SHARES SOLE VOTING POWER: 0

8 BENEFICIALLY OWNED BY SHARED VOTING POWER: 12,502,222

9 EACH REPORTING SOLE DISPOSITIVE POWER: 0

10 PERSON WITH SHARED DISPOSITIVE POWER: 12,502,222

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING
PERSON: 12,502,222

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 9.2%

14 TYPE OF REPORTING PERSON: IN

This Amendment No. 5 ("Amendment No. 5") 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 and Amendment No. 4 filed on October 2, 1998, 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 and Gary K. Duberstein (collectively, the "Reporting Persons"). Capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Since the filing of Amendment No. 4 to the Schedule 13D, Greenway purchased an aggregate of 149,300 Shares for total consideration (including brokerage commissions) of \$1,064,905 derived from capital of Greenway and margin indebtedness from Bear, Stearns & Co. Inc.

Since the filing of Amendment No. 4 to the Schedule 13D, accounts managed by Greenbelt purchased an aggregate of 1,141,300 Shares for total consideration (including brokerage commissions) of \$9,478,898 derived from capital in the managed accounts and margin indebtedness from Bear, Stearns & Co. Inc.

Since the filing of Amendment No. 4 to the Schedule 13D, Greensea purchased an aggregate of 279,300 Shares for total consideration (including brokerage commissions) of \$2,100,993 derived from capital of Greensea and margin indebtedness from Bear, Stearns & Co. Inc.

Since the filing of Amendment No. 4 to the Schedule 13D, Alfred D. Kingsley ("Kingsley") purchased an aggregate of 71,800 Shares for total consideration (including brokerage commissions) of \$489,166 derived from personal funds and margin indebtedness from Bear, Stearns & Co. Inc.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date of this Statement, the Reporting Persons beneficially owned in the aggregate 12,904,022 Shares constituting 9.5% of the outstanding Shares (the percentage of Shares owned being based upon 135,524,566 Shares outstanding on August 28, 1998, as set forth in the Company's quarterly report on Form 10-Q for the fiscal quarter ended August 1, 1998). 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	1,700,000	1.3%
Greentree	1,040,000	0.8%
Greenbelt	8,162,222	6.0%
Greensea	1,600,000	1.2%
Kingsley	401,800	0.3%

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 which Greenway may be deemed to possess direct beneficial ownership. Each of Messrs. 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 Messrs. 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 which Greentree may be deemed to possess direct beneficial ownership. Each of Messrs. Kingsley and Duberstein, as members of Greenhut, may be deemed to beneficially own Shares which Greenhut may be deemed to beneficially own. Each of Messrs. 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 which Greensea may be deemed to possess direct beneficial ownership. Each of Messrs. 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 Messrs. Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenbelt has direct beneficial ownership of the Shares in the accounts which it manages. In addition, Greenbelt is the investment advisor for Greenland Investment Company Limited, a Cayman Islands company ("Greenland"). In such capacity, Greenbelt has the right to vote and direct the disposition of the 404,900 Shares held by Greenland and, consequently, has direct beneficial ownership of such Shares. Each of Messrs. Kingsley and Duberstein, as executive officers and directors of Greenbelt, may be deemed to beneficially own Shares which Greenbelt beneficially owns. Each of Messrs. Kingsley and Duberstein hereby disclaims beneficial ownership of such Shares for all other purposes. In October 1998, Greenland redeemed the entire equity interest owned by Strategic Investment Partners Limited in Greenland.

(b) Greenway has the sole power to vote or direct the vote of 1,700,000 Shares and the sole power to dispose or to direct the disposition of such Shares. Greenhouse and Messrs. 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 1,040,000 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhut and Messrs. 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 1,600,000 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhut Overseas and Messrs. 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 8,162,222 Shares and the sole power to dispose or direct the disposition of such Shares. Messrs. 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 401,800 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 past sixty days or since the filing of Amendment No. 4 to the Schedule 13D, whichever is less, is set forth in Exhibit 10 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 or held by Greenland will be delivered into each such respective account or Greenland, as the case may be. Neither any such individual account nor Greenland 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 Exhibit is filed herewith:

10. Information concerning transactions in the Shares effected by the Reporting Persons during the past sixty days or since the filing of Amendment No. 4 to the Schedule 13D, whichever is less.

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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: November 30, 1998

GREENHOUSE PARTNERS, L.P.

By: /s/ Gary K. Duberstein

Gary K. Duberstein, general partner

GREENWAY PARTNERS, L.P.

By: Greenhouse Partners, L.P., its general partner

By: /s/ Gary K. Duberstein

Gary K. Duberstein, general partner

GREENHUT, L.L.C.

By: /s/ Gary K. Duberstein

Gary K. Duberstein, Member

GREENTREE PARTNERS, L.P.

By: Greenhut, L.L.C., its general partner

By: /s/ Gary K. Duberstein

Gary K. Duberstein, Member

GREENHUT OVERSEAS, L.L.C.

By: /s/ Gary K. Duberstein

Gary K. Duberstein, Member

GREENSEA OFFSHORE, L.P.

By: Greenhut Overseas, L.L.C., its 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 -----
10	Information concerning transactions in the Shares effected by the Reporting Persons during the past sixty days or since the filing of Amendment No. 4 to the Schedule 13D, whichever is less.

TRANSACTIONS IN SHARES OF THE COMPANY

The Reporting Persons engaged in the following transactions in Shares of the Company during the past 60 days or since the filing of Amendment No. 4 to the Schedule 13D, whichever is less. Transactions for which the number of Shares appear in parenthesis involved sales of Shares on The New York Stock Exchange. All other transactions involved purchases of Shares on The New York Stock Exchange.

Reporting Person With Direct Beneficial Ownership -----	Date of Transaction -----	Number of Shares -----	Price Per Share (Excluding Commission) -----
Greenway	10/07/98	40,000	7.4375
Greenway	10/08/98	50,000	7.2500
Greenway	10/09/98	59,300	6.7829
Greensea	10/07/98	40,000	7.4375
Greensea	10/08/98	50,000	7.2500
Greensea	10/09/98	89,300	6.7829
Greensea	10/30/98	16,000	8.4713
Greensea	10/30/98	84,000	8.2500
Greenbelt	10/07/98	(80,000)	7.4375
Greenbelt	10/08/98	(100,000)	7.2500
Greenbelt	10/09/98	151,400	6.7829
Greenbelt	10/27/98	(55,000)	8.9886
Greenbelt	10/30/98	49,000	8.4713
Greenbelt	10/30/98	250,400	8.2500
Greenbelt	11/05/98	145,500	9.5000
Greenbelt	11/06/98	10,000	9.5000
Greenbelt	11/20/98	50,000	8.6250
Greenbelt	11/25/98	200,000	8.4063
Greenbelt	11/27/98	285,000	8.2094
Kingsley	10/09/98	71,800	6.7829