

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

(Mark One)

- X ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED)
For the year ended December 31, 1998
OR
TRANSITION REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period from to

Commission file number 1-9769

- A. Full title of the Plan and the address of the Plan, if different from
that of the issuer named below:

LANDS' END, INC. RETIREMENT PLAN

- B. Name of issuer of the securities held pursuant to the Plan and the
address of its principal executive officer:

LANDS' END, INC.
LANDS END LANE
DODGEVILLE, WI 53595

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the

trustees (or other persons who administer the Plan) have duly caused this annual report to be signed by the undersigned thereunto duly authorized.

LANDS' END, INC. RETIREMENT PLAN

By /s/ DONALD R. HUGHES
Donald R. Hughes
Vice President-Finance

Date: June 25, 1999

Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the incorporation of our report included in this Form 11-K into the previously filed Lands' End, Inc. Form S-8 Registration Statement (No. 33-63461) for the Lands' End, Inc. Retirement Plan.

By /s/ ARTHUR ANDERSEN LLP
Arthur Andersen LLP

Milwaukee, Wisconsin,

June 25, 1999

LANDS' END, INC.

RETIREMENT PLAN

FINANCIAL STATEMENTS AS OF DECEMBER 31, 1998 AND 1997
TOGETHER WITH REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

LANDS' END, INC.

RETIREMENT PLAN

FINANCIAL STATEMENTS
DECEMBER 31, 1998 AND 1997

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REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Plan Administrator of the
Lands' End, Inc. Retirement Plan:

We have audited the accompanying statements of net assets available for plan benefits, with fund information, of Lands' End, Inc. Retirement Plan (the "Plan") as of December 31, 1998 and 1997 and the related statements of changes in net assets available for plan benefits, with fund information, for the years then ended, as listed in the accompanying table of contents. These financial statements and the supplemental schedules referred to below are the responsibility of the plan administrator. Our responsibility is to express an opinion on these financial statements and the supplemental schedules based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Plan as of December 31, 1998 and 1997, and the changes in its net assets available for plan benefits, with fund information, for the years then ended, in conformity with generally accepted accounting principles.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules, as listed in the accompanying table of contents, are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The fund information in the statements of net assets available for plan benefits and the statements of changes in net assets available for plan benefits is presented for purposes of additional analysis rather than to present the net assets available for plan benefits and changes in net assets available for plan benefits of each fund. The supplemental schedules and fund information have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

By /s/ ARTHUR ANDERSEN LLP
Arthur Andersen LLP

Milwaukee, Wisconsin,
May, 21, 1999

LANDS' END, INC.
RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS, WITH FUND INFORMATION
AS OF DECEMBER 31, 1998

(In thousands)	Fund Information						Total
	Cash Equiva- lents	Fixed Income Fund	Balanced Fund	Equity Fund	Lands' End, Inc. Stock Fund	Partic- ipants' Loan Fund	
INVESTMENTS, at fair value:							
American Express Trust U.S. Government Securities Fund II	\$2,695	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,695
IDS Federal Income Fund, Inc.	-	13,285	-	-	-	-	13,285
IDS Mutual Fund	-	-	22,870	-	-	-	22,870
American Express Trust Equity Index Fund I	-	-	-	6,930	-	-	6,930
IDS New Dimensions Fund, Inc.	-	-	-	63,830	-	-	63,830
Templeton Foreign Fund	-	-	-	1,315	-	-	1,315
Lands' End, Inc. Stock Fund	-	-	-	-	745	-	745
Total Investments	2,695	13,285	22,870	72,075	745	-	111,670
LOANS TO PARTICIPANTS	-	-	-	-	-	2,445	2,445
EMPLOYER CONTRIBUTION RECEIVABLE	54	413	423	1,211	71	-	2,172
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$2,749	\$13,698	\$23,293	\$73,286	\$ 816	\$2,445	\$116,287

<FN>
The accompanying notes to financial statements are an integral part of this statement.
</FN>

LANDS' END, INC.
RETIREMENT PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS, WITH FUND INFORMATION
AS OF DECEMBER 31, 1997

(In thousands)	Fund Information						Total
	Cash Equiva- lents	Fixed Income Fund	Balanced Fund	Equity Funds	Lands' End, Inc. Stock Fund	Partic- ipants' Loan Fund	
INVESTMENTS, at fair value:							
American Express Trust U.S. Government Securities Fund II	\$ 625	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 625
IDS Federal Income Fund, Inc.	-	10,478	-	-	-	-	10,478
IDS Mutual Fund	-	-	20,434	-	-	-	20,434

American Express Trust							
Equity Index Fund I	-	-	-	3,037	-	-	3,037
IDS New Dimensions							
Fund, Inc.	-	-	-	47,102	-	-	47,102
Templeton Foreign Fund	-	-	-	1,398	-	-	1,398
Lands' End, Inc.							
Stock Fund	-	-	-	-	443	-	443
Total Investments	625	10,478	20,434	51,537	443	-	83,517
LOANS TO PARTICIPANTS	-	-	-	-	-	1,574	1,574
EMPLOYER CONTRIBUTION							
RECEIVABLE	78	769	895	2,217	107	-	4,066
NET ASSETS AVAILABLE							
FOR PLAN BENEFITS	\$ 703	\$11,247	\$21,329	\$53,754	\$ 550	\$1,574	\$89,157

<FN>

The accompanying notes to financial statements are an integral part of this statement.

</FN>

LANDS' END, INC.
RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS, WITH FUND INFORMATION
FOR THE YEAR ENDED DECEMBER 31, 1998

Fund Information

	Cash Equiva- lents	Fixed Income Fund	Balanced Fund	Equity Fund	Lands' End, Inc. Stock Fund	Partic- ipants' Loan Fund	Total
(In thousands)							
ADDITIONS TO NET ASSETS							
ATTRIBUTED TO:							
Investment income-							
Net (depreciation)							
appreciation in fair							
value of investments	\$ -	\$ (56)	\$ (1,200)	\$11,050	\$ (109)	\$ -	\$ 9,685
Interest and dividend income	71	865	3,132	3,950	4	-	8,022
Total investment income	71	809	1,932	15,000	(105)	-	17,707
Contributions-							
Employer contributions-							
Matching	45	309	571	1,570	85	-	2,580
Profit sharing	54	413	423	1,211	71	-	2,172
Participants' contributions	119	758	1,503	4,430	259	-	7,069
Rollovers	20	177	110	289	-	-	596
Total contributions	238	1,657	2,607	7,500	415	-	12,417
Total additions	309	2,466	4,539	22,500	310	-	30,124
BENEFITS PAID TO PARTICIPANTS	(35)	(487)	(788)	(1,582)	(15)	(87)	(2,994)
FUND TRANSFERS	1,779	615	(1,555)	(816)	(23)	-	-
LOANS ISSUED TO PARTICIPANTS	(9)	(208)	(333)	(853)	(16)	1,419	-
LOAN PRINCIPAL REPAYMENTS	2	65	101	283	10	(461)	-
NET INCREASE	2,046	2,451	1,964	19,532	266	871	27,130
NET ASSETS AVAILABLE							
FOR PLAN BENEFITS:							
Beginning of year	703	11,247	21,329	53,754	550	1,574	89,157
End of year	\$2,749	\$13,698	\$23,293	\$73,286	\$ 816	\$2,445	\$116,287

<FN>

The accompanying notes to financial statements are an integral part of these statements.

</FN>

LANDS' END, INC.
RETIREMENT PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS, WITH FUND INFORMATION
FOR THE YEAR ENDED DECEMBER 31, 1997

Fund Information

	Cash Equiva- lents	Fixed Income Fund	Balanced Fund	Equity Funds	Lands' End, Inc. Stock Fund	Partic- ipants' Loan Fund	Total
(In thousands)							
ADDITIONS TO NET ASSETS							
ATTRIBUTED TO:							
Investment income-							
Net appreciation in fair value of investments	\$ -	\$ 158	\$ 208	\$ 5,738	\$ 82	\$ -	\$ 6,186
Interest and dividend income	26	620	2,950	3,739	2	-	7,337
Total investment income	26	778	3,158	9,477	84	-	13,523
Contributions-							
Employer contributions-							
Matching	30	316	560	1,295	49	-	2,250
Profit sharing	78	769	895	2,217	107	-	4,066
Participants' contributions	85	776	1,456	3,498	140	-	5,955
Rollovers	30	9	60	538	-	-	637
Total contributions	223	1,870	2,971	7,548	296	-	12,908
Total additions	249	2,648	6,129	17,025	380	-	26,431
BENEFITS PAID TO PARTICIPANTS	(13)	(346)	(616)	(887)	(8)	(11)	(1,881)
FUND TRANSFERS	(77)	(681)	(871)	1,632	(3)	-	-
LOANS ISSUED TO PARTICIPANTS	(1)	(96)	(142)	(455)	(2)	696	-
LOAN PRINCIPAL REPAYMENTS	2	32	48	161	4	(247)	-
NET INCREASE	160	1,557	4,548	17,476	371	438	24,550
NET ASSETS AVAILABLE							
FOR PLAN BENEFITS:							
Beginning of year	543	9,690	16,781	36,278	179	1,136	64,607
End of year	\$703	\$11,247	\$21,329	\$53,754	\$ 550	\$1,574	\$89,157

<FN>

The accompanying notes to financial statements are an integral part of these statements.

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LANDS' END, INC.

RETIREMENT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 1998 AND 1997

(1) Description of the Plan-

The following description of the Lands' End, Inc. Retirement Plan (the "Plan") is provided for general information purposes only. More complete information regarding the Plan's provisions may be found in the plan document.

The Plan is a defined contribution plan and covers substantially all employees of Lands' End, Inc. (the "Company") who are at least 19 years of age as of the end of the Plan year and have completed both six months and 1,000 hours of eligible service. The Plan is sponsored and administered by the Company. The Plan is governed by the Employee

Retirement Income Security Act of 1974, as amended ("ERISA").

Participants contribute to the Plan through salary reductions in amounts not exceeding 15 percent of participants' eligible compensation. Each participant's account is credited with the participant's voluntary contributions, the allocation of the Company contributions and Plan earnings in accordance with the Plan agreement. The Plan provides for employer matching and profit sharing contributions. Matching contributions are made in amounts equal to 50 percent of participant contributions, limited to three percent of participants' eligible compensation. Profit sharing contributions are made at the discretion of the Company's Board of Directors and are allocated to each participant's account based on his or her eligible compensation level (subject to certain Internal Revenue Service limits) in relation to all participants' compensation. Participants are fully vested in participant and employer contributions at all times.

Participants have the ability to self-direct their funds. The following are descriptions of the funds:

American Express Trust U.S. Government Securities Fund II is invested in U.S. Government and U.S. Agency securities and seeks to provide maximum current income consistent with liquidity and conservation of capital.

IDS Federal Income Fund, Inc. is an income fund. This fund is managed to help protect the participants' money from loss, while seeking a consistent rate of return.

IDS Mutual Fund is a balanced growth and income fund. This fund focuses on securities of medium to large, well-established companies that offer long-term capital appreciation and consistent income from dividends and interest.

American Express Trust Equity Index Fund I is an equity fund. This fund is invested primarily in common stocks of the Standard & Poor's (S&P) 500 Stock Index to achieve a rate of return as close as possible to the S&P 500 Index.

IDS New Dimensions Fund, Inc. is an equity growth fund. Funds in this group seek capital growth, primarily from common stocks. Income is not an investment objective.

Templeton Foreign Fund is an international equity growth fund. This fund seeks long-term capital growth through a flexible policy of investing primarily in stocks of companies located outside the United States.

Lands' End, Inc. Stock Fund is a Company stock fund. This fund seeks long-term capital growth from Lands' End, Inc. common stock and money market investments. Income is not an investment objective.

(2) Summary of Significant Accounting Policies-

Basis of Accounting-

The financial statements have been prepared on the accrual basis of accounting.

Investments-

Investments are stated at fair market value as determined by the custodian by reference to published market data. Participant loans are stated at unpaid principal value.

Net Appreciation (Depreciation) in Fair Market Value of Investments-

Net realized and unrealized appreciation (depreciation) is recorded in the accompanying statements of changes in net assets available for plan benefits, with fund information, as net appreciation (depreciation) in fair market value of investments.

Administrative Expenses-

All administrative expenses for the Plan were paid by the Company,

except certain mutual fund expenses that were netted against participants' investment yield.

Accounting Estimates-

The preparation of financial statements required the use of certain estimates by management in determining the Plan's assets, revenues and expenses. Actual results could differ those estimates.

(3) Funding Policy-

The Company's contributions to the Plan represent matching and profit sharing contributions. Matching contributions are deposited at specified intervals throughout the year. The employer contribution receivable as of December 31, 1998 and 1997, represents the accrued profit sharing contribution for the applicable year.

(4) Loans to Participants-

A participant may borrow the lesser of \$50,000 or 50% of his or her vested account balance with a minimum loan of \$1,000. Loans are repayable through payroll deductions over periods ranging up to 120 months. The interest rate is determined by the Plan administrator based on prevailing market conditions and is fixed over the term of the note. Interest rates ranged from 7.0% to 11.0% during both 1998 and 1997.

(5) Benefits Paid to Participants-

Benefits paid to participants represent the amounts paid to participants who have terminated employment. The form of payment is a lump-sum distribution. Amounts currently payable to terminated participants included in net assets available for plan benefits as of December 31, 1998 and 1997, was \$53,713 and \$86,684, respectively.

(6) Income Tax Status-

The Plan has obtained a determination letter from the Internal Revenue Service dated May 16, 1994, approving the Plan as qualified for tax-exempt status. Plan amendments adopted since the last tax determination letter will be included in the Company's next filing. The Company's management believes the Plan remains tax-exempt.

(7) Related Party Transactions-

The Plan periodically invests in common funds managed by the current custodian, American Express Trust Company. Also, the Plan invests in the Company's common stock. These transactions are not considered prohibited transactions by statutory exemption under ERISA regulations.

(8) Plan Termination-

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA.

(9) Reconciliation to Form 5500-

The difference between net assets and benefits paid in both the financial statements and the Plan's Form 5500 is due to benefit claims payable to terminated participants. This difference as of December 31 is summarized as follows:

	1998	1997
Net assets per Form 5500	\$116,233,395	\$ 89,069,994
Benefit claims payable	53,713	86,684
Net Assets per Statement of Net Assets Available for Plan Benefits	\$116,287,108	\$ 89,156,678
Benefits paid to participants per Form 5500	\$ 2,960,789	\$ 1,864,636
Change in benefit claims payable	32,971	15,525
Benefits paid to participants per Statement of Changes in Net Assets Available for Plan Benefits	\$ 2,993,760	\$ 1,880,161

LANDS' END, INC.

RETIREMENT PLAN

ITEM 27(a)-SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

DECEMBER 31, 1998

Description	Cost	Fair Value
American Express Trust U.S. Government Securities Fund II (*)	\$ 2,694,724	\$ 2,694,724
IDS Federal Income Fund, Inc. (*)	13,317,063	13,285,138
IDS Mutual Fund (*)	23,342,542	22,870,241
American Express Trust Equity Index Fund I (*)	5,541,899	6,930,206
IDS New Dimensions Fund, Inc. (*)	42,930,790	63,830,368
Templeton Foreign Fund	1,591,699	1,314,479
Lands' End, Inc. Stock Fund (*)	743,978	744,480
Total Investments	\$90,162,695	\$111,669,636
Loan to Participants (interest rates ranging from 7.0% - 11.0%) (*)	\$ 2,444,753	\$ 2,444,753

(*) Represents a party in interest

The accompanying notes to financial statements are an integral part of this schedule.

Schedule II
EI No. 36-2512786
Plan No. 001

LANDS' END, INC.

RETIREMENT PLAN

ITEM 27(D) - SCHEDULE OF REPORTABLE TRANSACTIONS

FOR THE YEAR ENDED DECEMBER 31, 1998

Identity of Party Involved	Description of Asset	Purchase Price	Selling Price	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain or (Loss)
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CATEGORY 1 - SINGLE TRANSACTION EXCEEDS 5% OF VALUE

NO TRANSACTIONS QUALIFIED FOR THIS SECTION

CATEGORY 2 - SERIES OF TRANSACTIONS WITH SAME BROKER EXCEEDS 5% OF VALUE

NO TRANSACTIONS QUALIFIED FOR THIS SECTION

CATEGORY 3 - SERIES OF TRANSACTIONS IN SAME SECURITY EXCEEDS 5% OF VALUE

Plan Trade	IDS Federal Income	\$ 5,324,401	-----	\$ 5,324,401	\$ 5,324,401	-----
	IDS Federal Income	-----	\$7,790,030	\$ 7,764,834	\$ 7,790,026	\$ 25,198
Plan Trade	IDS Mutual	\$ 7,078,465	-----	\$ 7,078,465	\$ 7,078,465	-----
	IDS Mutual	-----	\$3,438,990	\$ 3,233,146	\$ 3,438,980	\$ 205,844
Plan Trade	IDS New Dimensions	\$13,998,239	-----	\$13,998,239	\$13,998,239	-----
	IDS New Dimensions	-----	\$7,327,960	\$ 4,801,690	\$ 7,327,972	\$2,526,270
Plan Trade	US Gov't Sec. II	\$ 5,233,964	-----	\$ 5,233,964	\$ 5,233,964	-----
	US Gov't Sec. II	-----	\$3,127,457	\$ 3,172,457	\$ 3,172,457	-----

<FN>
The accompanying notes to financial statements are an integral part of this schedule.
</FN>