

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934 (FEE REQUIRED)
For the year ended December 31, 1999

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 office:

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 28, 2000

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.

ARTHUR ANDERSEN LLP

Milwaukee, Wisconsin
June 28, 2000

Lands' End, Inc. Retirement Plan

Financial Statements as of December 31, 1999 and 1998
Together with Report of Independent Public Accountants

Lands' End, Inc. Retirement plan

Financial Statements
December 31, 1999 and 1998

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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 the Lands' End, Inc. Retirement Plan (the "Plan") as of December 31, 1999 and 1998 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 schedule referred to below are the responsibility of the plan administrator. Our responsibility is to express an opinion on these financial statements and the supplemental schedule 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, 1999 and 1998, 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 schedule, as listed in the accompanying table of contents, is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is 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 schedule 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

Milwaukee, Wisconsin,
April 5, 2000.

Lands' End, Inc. Retirement Plan

Statement of Net Assets Available for Plan Benefits, with Fund Information
As of December 31, 1999

	Fund Information						Total
	Cash Equivalents	Fixed Income Fund	Balanced Fund	Equity Funds	Lands' End, Inc. Stock Fund	Participants' Loan Fund	
Investments, at Fair Value:							
American Express Trust U.S.							
Government Securities Fund II	\$2,707,157	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,707,157
AXP Federal Income Fund, Inc.	-	12,228,626	-	-	-	-	12,228,626
AXP Mutual Fund	-	-	25,238,433	-	-	-	25,238,433
American Express Trust Equity							
Index Fund I	-	-	-	10,232,315	-	-	10,232,315
AXP New Dimensions Fund, Inc.	-	-	-	88,932,200	-	-	88,932,200
Templeton Foreign Fund	-	-	-	2,647,566	-	-	2,647,566
Lands' End, Inc. Stock Fund	-	-	-	-	1,277,717	-	1,277,717
Total investments	2,707,157	12,228,626	25,238,433	101,812,081	1,277,717	-	143,264,014
Loans to Participants	-	-	-	-	-	2,512,814	2,512,814
Employer Contribution Receivable	64,181	397,002	390,021	1,277,857	83,602	-	2,212,663
Net Assets Available for Plan Benefits	\$2,771,338	\$12,625,628	\$25,628,454	\$103,089,938	\$1,361,319	\$2,512,814	\$147,989,491

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

Lands' End, Inc. Retirement Plan

Statement of Net Assets Available for Plan Benefits, with Fund Information
As of December 31, 1998

	Fund Information						Total
	Cash Equivalents	Fixed Income Fund	Balanced Fund	Equity Funds	Lands' End, Inc. Stock Fund	Participants' Loan Fund	
Investments, at Fair Value:							
American Express Trust U.S.							
Government Securities Fund II	\$2,694,724	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 2,694,724
AXP Federal Income Fund, Inc.	-	13,285,138	-	-	-	-	13,285,138
AXP Mutual Fund	-	-	22,870,241	-	-	-	22,870,241
American Express Trust Equity							
Index Fund I	-	-	-	6,930,206	-	-	6,930,206
AXP New Dimensions Fund, Inc.	-	-	-	63,830,368	-	-	63,830,368
Templeton Foreign Fund	-	-	-	1,314,479	-	-	1,314,479
Lands' End, Inc. Stock Fund	-	-	-	-	744,480	-	744,480
Total investments	2,694,724	13,285,138	22,870,241	72,075,053	744,480	-	111,669,636
Loans to Participants	-	-	-	-	-	2,444,753	2,444,753
Employer Contribution Receivable	54,245	413,199	422,895	1,211,225	71,155	-	2,172,719
Net Assets Available for Plan Benefits	\$2,748,969	\$13,698,337	\$23,293,136	\$73,286,278	\$815,635	\$2,444,753	\$116,287,108

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

Lands' End, Inc. Retirement Plan

Statement of Changes in Net Assets Available for Plan Benefits, with Fund Information
For the Year Ended December 31, 1999

	Fund Information						Total
	Cash Equivalents	Fixed Income Fund	Balanced Fund	Equity Funds	Lands' End, Inc. Stock Fund	Participants' Loan Fund	
Additions to Net Assets							
Attributed to:							
Investment Income-							
Net (Depreciation) Appreciation in Fair Value of Investments	\$ -	\$ (740,409)	\$ (601,664)	\$ 18,170,356	\$ 195,949	\$ -	\$ 17,024,232
Interest and Dividend Income	120,852	920,418	2,364,302	5,248,317	5,869	-	8,659,758
Total Investment Income	120,852	180,009	1,762,638	23,418,673	201,818	-	25,683,990
Contributions-							
Employer Contributions-							
Matching	63,716	289,426	538,881	1,703,459	105,741	-	2,701,223
Profit Sharing	64,181	397,002	390,021	1,277,857	83,602	-	2,212,663
Participants' Contributions	168,167	739,378	1,441,960	4,946,160	316,722	-	7,612,387
Rollovers	37,382	62,719	85,369	211,516	-	-	396,986
Total Contributions	333,446	1,488,525	2,456,231	8,138,992	506,065	-	12,923,259
Total Additions	454,298	1,668,534	4,218,869	31,557,665	707,883	-	38,607,249
Benefits Paid to Participants	(672,144)	(1,162,116)	(920,658)	(3,871,455)	(90,062)	(188,431)	(6,904,866)
Fund Transfers	244,591	(1,551,546)	(912,212)	2,288,333	(69,166)	-	-
Loans Issued to Participants	(9,749)	(116,400)	(188,216)	(618,267)	(21,161)	953,793	-
Loan Principal Repayments	5,373	88,819	137,535	447,384	18,190	(697,301)	-
Net Increase	22,369	(1,072,709)	2,335,318	29,803,660	545,684	68,061	31,702,383
Net Assets Available for Plan Benefits:							
Beginning of Year	2,748,969	13,698,337	23,293,136	73,286,278	815,635	2,444,753	116,287,108
End of Year	\$2,771,338	\$12,625,628	\$25,628,454	\$103,089,938	\$1,361,319	\$2,512,814	\$147,989,491

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

Lands' End, Inc. Retirement Plan

Statement of Changes in Net Assets Available for Plan Benefits, with Fund Information
For the Year Ended December 31, 1998

	Fund Information						Total
	Cash Equivalents	Fixed Income Fund	Balanced Fund	Equity Funds	Lands' End, Inc. Stock Fund	Participants' Loan Fund	
Additions to Net Assets							
Attributed to:							
Investment Income-							
Net (Depreciation) Appreciation in Fair Value of Investments	\$ -	\$ (56,134)	\$ (1,199,768)	\$11,049,494	\$ (108,510)	\$ -	\$ 9,685,082
Interest and Dividend Income	70,178	864,525	3,131,860	3,951,002	4,076	-	8,021,641
Total Investment Income	70,178	808,391	1,932,092	15,000,496	(104,434)	-	17,706,723
Contributions-							
Employer Contributions-							
Matching	44,659	308,686	570,906	1,569,884	85,005	-	2,579,140
Profit Sharing	54,245	413,199	422,895	1,211,225	71,155	-	2,172,719
Participants' Contributions	119,354	758,351	1,502,553	4,430,020	258,735	-	7,069,013
Rollovers	20,475	177,198	110,385	288,537	-	-	596,595
Total Contributions	238,733	1,657,434	2,606,739	7,499,666	414,895	-	12,417,467
Total Additions	308,911	2,465,825	4,538,831	22,500,162	310,461	-	30,124,190

Benefits Paid to Participants	(34,660)	(486,693)	(788,627)	(1,580,890)	(16,368)	(86,522)	(2,993,760)
Fund Transfers	1,778,668	614,716	(1,554,623)	(816,209)	(22,552)	-	-
Loans Issued to Participants	(8,867)	(207,715)	(333,321)	(852,779)	(15,878)	1,418,560	-
Loan Principal Repayments	2,216	65,084	101,502	282,575	9,866	(461,243)	-
Net Increase	2,046,268	2,451,217	1,963,762	19,532,859	265,529	870,795	27,130,430
Net Assets Available for Plan Benefits:							
Beginning of Year	702,701	11,247,120	21,329,374	53,753,419	550,106	1,573,958	89,156,678
End of Year	\$2,748,969	\$13,698,337	\$23,293,136	\$73,286,278	\$ 815,635	\$2,444,753	\$116,287,108

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

Lands' End, Inc. Retirement Plan

Notes to Financial Statements December 31, 1999 and 1998

(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.
- AXP 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.
- AXP 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.
- AXP 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 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 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 from those estimates.

New Accounting Standard-

Effective December 31, 1999, the Plan adopted Statement of Position 99-3, "Accounting for and Reporting of Certain Defined Contribution Plan Investments and Other Disclosure Matters" ("SOP 99-3"). SOP 99-3 allows the option for the Plan to continue to present participant-directed plan investments by type in the statement of net assets available for plan benefits or condense the participant-directed plan investment on the statement of net assets available for plan benefits with additional footnote disclosure then required. The Plan has opted to continue to present participant-directed plan investments by type.

(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, 1999 and 1998 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% to 11% during both 1999 and 1998.

(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, 1999 and 1998, were \$42,950 and \$53,713, 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, 1999 is summarized as follows:

	1999	1998
Net Assets Per Form 5500	\$147,946,541	\$116,233,395
Benefit Claims Payable	42,950	53,713
Net Assets Per Statement of Net Assets Available for Plan Benefits	\$147,989,491	\$116,287,108
Benefits Paid to Participants Per Form 5500	\$6,915,629	\$2,960,789
Change in Benefit Claims Payable	(10,763)	32,971
Benefits Paid to Participants Per Statement of Changes in Net Assets Available for Plan Benefits	\$6,904,866	\$2,993,760

SCHEDULE I
EI No. 36-2512786
Plan No. 001

Lands' End, Inc. Retirement Plan

Item 27(a) - Schedule of Assets Held for Investment Purposes
December 31, 1999

Description	Cost	Fair Value
American Express Trust U.S. Government Securities Fund II (*)	\$ 2,707,157	\$ 2,707,157
AXP Federal Income Fund, Inc. (*)	12,925,357	12,228,626
AXP Mutual Fund(*)	26,358,306	25,238,433
American Express Trust Equity Index Fund I (*)	7,844,875	10,232,315
AXP New Dimensions Fund, Inc. (*)	56,326,221	88,932,200
Templeton Foreign Fund	2,331,766	2,647,566
Lands' End, Inc. Stock Fund (*)	1,086,261	1,277,717
Total Investments	\$109,579,943	\$143,264,014
Loans to Participants (Interest Rates Ranging From 7.0% - 11.0%) (*)	\$2,512,814	\$2,512,814

(*) Represents a party in interest

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