

Via Facsimile and U.S. Mail  
Mail Stop 6010

April 25, 2006

William M. Rudolphsen  
Senior Vice President  
And Chief Financial Officer  
Walgreen Co.  
200 Wilmot Road  
Deerfield, Illinois 60015

**Re: Walgreen Co.  
Form 10-K for Fiscal Year Ended August 31, 2005  
Filed November 4, 2005  
File No. 001-00604**

Dear Mr. Rudolphsen:

We have limited our review of your filing to the issue we have addressed in our comment. In our comment, we ask you to provide us with information so we may better understand your disclosure. Please be as detailed as necessary in your explanation. After reviewing this information, we may raise additional comments.

Please understand that the purpose of our review process is to assist you in your compliance with the applicable disclosure requirements and to enhance the overall disclosure in your filings. We look forward to working with you in these respects. We welcome any questions you may have about our comment or on any other aspect of our review. Feel free to call us at the telephone numbers listed at the end of this letter.

Exhibit 13 – Annual Report to Shareholders for the Fiscal Year Ended August 31, 2005

Management's Discussion and Analysis of Results of Operations and Financial Condition, page 3

Critical Accounting Policies, page 6

1. Consistent with Section V. of Financial Reporting Release 72, please provide us the following information, in disclosure-type format, about the estimates you discussed in the critical accounting policies for your "liability for closed locations", "liability for insurance claims", "vendor allowances", "allowances for doubtful accounts" and "cost of sales" policies:

- The amount of changes in the estimate in each period presented or that changes in the estimate have not been material; and,
- The effect on the account, at the latest balance sheet date, of a reasonably likely change in the estimate or that the expected effect of reasonably likely changes is not material.

\* \* \* \*

Please respond to this comment within 10 business days or tell us when you will provide us with a response. Please furnish a letter that keys your responses to our comment and provide the requested information. Detailed letters greatly facilitate our review. Please file your letter on EDGAR under the form type label CORRESP.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing include all information required under the Securities Exchange Act of 1934 and that they have provided all information investors require for an informed investment decision. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comment, please provide, in your letter, a statement from the company acknowledging that:

- the company is responsible for the adequacy and accuracy of the disclosure in the filings;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

In addition, please be advised that the Division of Enforcement has access to all information you provide to the staff of the Division of Corporation Finance in our review of your filing or in response to our comment on your filing.

William M. Rudolphsen  
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You may contact James Peklenk, Staff Accountant, at (202) 551-3661, or Oscar M. Young, Senior Accountant, at (202) 551-3622, if you have questions regarding the comments. In this regard, do not hesitate to contact me, at (202) 551-3679.

Sincerely,

Jim B. Rosenberg  
Senior Assistant Chief  
Accountant