

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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 11)*

CHAMPION INTERNATIONAL CORPORATION

(Name of Issuer)

Common Stock

(Title of Class of Securities)

15852 51 0

(CUSIP Number)

Barry Hirsch, Senior Vice President and Secretary
Loews Corporation
667 Madison Avenue, New York, New York 10021 (212) 545-2920

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 21, 1994

(Date of Event which Required Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .
(A fee is not required only if the reporting 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)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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).

Page 1

SCHEDULE 13D

CUSIP No. 15852 51 0

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

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) / /
N/A (b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) OR 2(e) /__/
N/A

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF
SHARES 17,107,900
BENEFICIALLY
OWNED BY 8 SHARED VOTING POWER
EACH 43,453
REPORTING
PERSON 9 SOLE DISPOSITIVE POWER
WITH 17,107,900
10 SHARED DISPOSITIVE POWER
43,453

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
17,151,353

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
18.43%

14 TYPE OF REPORTING PERSON*
HC

AMENDMENT NO. 11

to

SCHEDULE 13D

relating to the

Common Stock, \$0.50 par value per share

of

CHAMPION INTERNATIONAL CORPORATION

This Amendment No. 11 to Schedule 13D filed by Loews Corporation, a Delaware corporation, ("Loews"), relates to the Common Stock, \$0.50 par value per share (the "Shares"), of Champion International Corporation, a New York corporation (the "Issuer"), and is being filed pursuant to Rule 13d-2 under the Securities Exchange Act of 1934, as amended.

Item 4. Purpose of Transaction

Item 4 is hereby supplemented as follows:

"Loews has requested that the Issuer register for sale by Loews under the Securities Act of 1933, as amended, the 17,107,900 Shares owned directly by Loews, and the Issuer has advised Loews that it has agreed to register such Shares. Loews proposes to offer such 17,107,900 Shares from time to time, depending on market conditions and other factors, in one or more transactions on the New York Stock Exchange or other national securities exchanges on which the Shares are traded, in the over the counter market or otherwise, at market prices prevailing at the time of sale, at negotiated prices or at fixed prices. The Shares may be offered from time to time in any manner permitted by law, including through underwriters or dealers, and directly to one or more purchasers.

"In addition, Loews may from time to time, depending on market conditions and other factors prevailing from time to time, determine to offer and sell Shares in any other manner permitted by applicable law, or determine to purchase additional Shares."

Item 5. Interest in Securities of the Issuer

Item 5 is hereby supplemented as follows:

"On January 19 and 20, 1994, Loews sold an aggregate of 200,700 Shares, as set forth in the table on Appendix A hereto.

"As of January 21, 1994 Loews owns directly 17,107,900 Shares representing approximately 18.4% of the total number of Shares outstanding. In addition, after giving effect to the 43,453 Shares issuable upon conversion of the \$1,510,000 principal amount of the Issuer's 6.5% Convertible Subordinated Debentures owned by a subsidiary, as previously reported, Loews may be deemed to beneficially own an aggregate of 17,151,353 Shares, representing approximately 18.43% of the total number of Shares outstanding, calculated in accordance with Regulation 13D-G."

Item 6. Contracts, Arrangements, Understandings or Relationships

With Respect to Securities of the Issuer.

As noted in Item 4, above, of this Amendment No. 11 to Schedule 13D, the Issuer has agreed to register for sale by Loews under the Securities Act of 1933, as amended, the 17,107,900 Shares owned directly by Loews.

SIGNATURE

The undersigned certifies that after reasonable inquiry and to the best of its knowledge and belief, the information set forth in this Statement is true, complete and correct.

LOEWS CORPORATION

By: Gary W. Garson
Vice President

Dated: January 21, 1994

Page 5

APPENDIX A

All of the transactions described below were effected by Loews on the New York Stock Exchange.

Date	Number of Shares Sold	Price Per Share
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January 19, 1994	129,500	\$35.25
January 19, 1994	7,800	35.375
January 19, 1994	21,200	35.50
January 20, 1994	42,200	35.50