Macy's, Inc. Form 4 January 31, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number: Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 See Instruction

2. Issuer Name and Ticker or Trading

Symbol

Macy's, Inc. [M]

1(b).

(Print or Type Responses)

LUNDGREN TERRY J

1. Name and Address of Reporting Person \*

(Last)	(First)	(Middle) 3	. Date of	Earliest '	Transaction						
C/O MACY'S, INC., 7 WEST SEVENTH STREET								Director 10% Owner X Officer (give title Other (specify low) below) Chairman, CEO and President			
CINCINN		Filed(Month/Day/Year)  Ap _X					Individual or Joint/Group Filing(Check oplicable Line)  _ Form filed by One Reporting Person _ Form filed by More than One Reporting rson				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	Year) (I		4. Securities AdorDisposed of (D) (Instr. 3, 4 and	)	d (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	01/30/2012			M	185,631.53	A	<u>(1)</u>	246,619.53	D		
Common Stock	01/30/2012			D	185,631.53 (2)	D	\$ 34.25 (3)	60,988	D		
Common Stock								98,271 <u>(4)</u>	I	By GRAT	
Common Stock								2,277 <u>(5)</u>	I	By 401(k) Plan	

#### Edgar Filing: Macy's, Inc. - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Ni	umber of	<ol><li>Date Exercis</li></ol>	sable and	7. Title and A	Amour	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	TransactionDerivative		Expiration Dat	Expiration Date		<b>Underlying Securit</b>	
Security	or Exercise		any	Code	Code Securities Acquired		(Month/Day/Year)		(Instr. 3 and 4)		
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	r. 8) (A) or Disposed of						
	Derivative				(D)						
	Security				(Instr. 3, 4, and 5)						
				Code V	(4)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Share	
				Code v	(A)	(D)				Silait	
Phantom									Common		
Stock Units	<u>(1)</u>	01/30/2012		M		185,631.53	01/30/2012	01/30/2012	Common Stock	185	
Units											

## **Reporting Owners**

Reporting Owner Name / Address	ationships
--------------------------------	------------

Director 10% Owner Officer Other

LUNDGREN TERRY J C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202

Chairman, CEO and President

## **Signatures**

/s/ Linda J. Balicki, as attorney-in-fact for Terry J. Lundgren pursuant to a Power of Attorney

01/31/2012

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each phantom stock unit was the equivalent of one share of the Issuer's common stock.
- (2) In connection with this transaction, the reporting person also acquired 4,141.63 stock credits resulting from a dividend reinvestment feature of the stock credit plan. Those shares were settled in cash at the same \$34.25 per share price, or \$141,850.83.
- (3) The price is based on the average closing price, as reported on the New York Stock Exchange, for the 20 business days preceding the payment date.
- (4) These shares were previously reported as directly beneficially owned but were contributed to a grantor retained annuity trust (GRAT) on June 29, 2010.
- (5) Reflects the reporting person's interest in Macy's stock under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of January 30, 2012 by \$34.32, the stock price of such date.

Reporting Owners 2

### Edgar Filing: Macy's, Inc. - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.