

Macy's, Inc.
Form 3
August 31, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Clark David Wm | | (Month/Day/Year) | Macy's, Inc. [M] | |
| (Last) | (First) | (Middle) | 08/24/2007 | |
| C/O MACY'S, INC., 7 WEST SEVENTH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CINCINNATI, OH 45202 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Senior Vice President | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 1,361 ⁽¹⁾ | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|----------------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Options to Purchase Common Stock | Â (2) | 03/23/2011 | Common Stock | 7,000 | \$ 21.425 | D | Â |
| Options to Purchase Common Stock | Â (3) | 03/22/2012 | Common Stock | 10,000 | \$ 21.34 | D | Â |
| Options to Purchase Common Stock | Â (4) | 03/28/2013 | Common Stock | 36,000 | \$ 14.285 | D | Â |
| Options to Purchase Common Stock | Â (5) | 03/26/2014 | Common Stock | 18,000 | \$ 25.005 | D | Â |
| Options to Purchase Common Stock | Â (6) | 03/25/2015 | Common Stock | 18,000 | \$ 30.535 | D | Â |
| Options to Purchase Common Stock | Â (7) | 03/24/2016 | Common Stock | 18,014 | \$ 36.26 | D | Â |
| Options to Purchase Common Stock | Â (8) | 03/23/2017 | Common Stock | 19,722 | \$ 46.15 | D | Â |
| Phantom Stock Units | Â (9) | Â (9) | Common Stock | 5,968 | \$ (10) | D | Â |
| Phantom Stock Units | Â (11) | Â (11) | Common Stock | 11,802 | \$ (10) | D | Â |
| Phantom Stock Units | Â (12) | Â (12) | Common Stock | 10,120 | \$ (10) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clark David Wm C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for David W. Clark pursuant to a Power of Attorney

08/31/2007

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Reflects matching contributions 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 August 24, 2007 by \$31.78, the stock price as of such date.
- (2)

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- Options became exercisable in 25% increments on the following dates: March 23, 2002, March 23, 2003, March 23, 2004 and March 23, 2005.
- (3) Options became exercisable in 25% increments on the following dates: March 22, 2003, March 22, 2004, March 22, 2005 and March 22, 2006.
 - (4) Options became exercisable in 25% increments on the following dates: March 28, 2004, March 28, 2005, March 28, 2006 and March 28, 2007.
 - (5) Options became/become exercisable in 25% increments on the following dates: March 26, 2005, March 26, 2006, March 26, 2007 and March 26, 2008.
 - (6) Options became/become exercisable in 25% increments on the following dates: March 25, 2006, March 25, 2007, March 25, 2008 and March 25, 2009.
 - (7) Options became/become exercisable as follows: 4,504 on March 24, 2007, 4,503 on March 24, 2008, 4,504 on March 24, 2009 and 4,503 on March 24, 2010.
 - (8) Options become exercisable as follows: 4,931 on March 23, 2008, 4,930 on March 23, 2009, 4,931 on March 23, 2010 and 4,930 on March 23, 2011.
 - (9) The Phantom Stock Units were acquired under the Issuer's Executive Deferred Compensation Plan and are to be settled in the Issuer's common stock upon the reporting person's retirement.
 - (10) 1-for-1 conversion.
 - (11) The value of the phantom stock units will be payable in cash as follows: 50 percent on February 4, 2008 and 50 percent on February 2, 2009.
 - (12) The value of the phantom stock units will be payable in cash as follows: 50 percent on February 1, 2010 and 50 percent on January 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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