

Gennette Jeffrey  
 Form 4  
 March 05, 2012

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN 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 \*  
 Gennette Jeffrey

(Last) (First) (Middle)  
 C/O MACY'S, INC., 7 WEST SEVENTH STREET  
 (Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Macy's, Inc. [M]

3. Date of Earliest Transaction (Month/Day/Year)  
 03/01/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Merchandising Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

**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 Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 03/01/2012                           |  | S                              | 5,539   | D \$ 38.46  | 71,290   | D   |
| Common Stock                    | 03/01/2012                           |  | S                              | 761   | D \$ 38.44  | 70,529   | D   |
| Common Stock                    | 03/01/2012                           |  | S                              | 9,132   | D \$ 38.32  | 61,397   | D   |
| Common Stock                    | 03/01/2012                           |  | S                              | 2,665   | D \$ 38.42  | 58,732   | D   |
| Common Stock                    | 03/01/2012                           |  | S                              | 3,113   | D \$ 38.4   | 55,619   | D   |

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|              |            |   |        |   |          |                    |   |                |
|--------------|------------|---|--------|---|----------|--------------------|---|----------------|
| Common Stock | 03/01/2012 | S | 3,702  | D | \$ 38.39 | 51,917             | D |                |
| Common Stock | 03/01/2012 | S | 5,300  | D | \$ 38.37 | 46,617             | D |                |
| Common Stock | 03/01/2012 | S | 4,900  | D | \$ 38.36 | 41,717             | D |                |
| Common Stock | 03/01/2012 | S | 1,700  | D | \$ 38.35 | 40,017             | D |                |
| Common Stock | 03/01/2012 | S | 1,800  | D | \$ 38.34 | 38,217             | D |                |
| Common Stock | 03/01/2012 | S | 38,217 | D | \$ 38.33 | 0                  | D |                |
| Common Stock |            |   |        |   |          | 551 <sup>(1)</sup> | I | By 401(k) Plan |

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.**

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                                | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| Gennette Jeffrey<br>C/O MACY'S, INC.<br>7 WEST SEVENTH STREET |               |           | Chief Merchandising Officer |       |

CINCINNATI, OH 45202

## Signatures

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

03/05/2012

\_\_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) 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 March 2, 2012 by \$38.31, the stock price of such date.

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.