

FEDERATED DEPARTMENT STORES INC /DE/
Form 4
October 18, 2005

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BELSKY JOEL A

(Last) (First) (Middle)

**C/O FEDERATED DEPARTMENT
STORES, INC., 7 WEST SEVENTH
STREET**

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**FEDERATED DEPARTMENT
STORES INC /DE/ [FD]**

3. Date of Earliest Transaction
(Month/Day/Year)
10/14/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Vice President and Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 10/14/2005 | | M | | 1,750 | A | \$ 32.4375 | 1,750 | D |
| Common Stock | 10/14/2005 | | M | | 1,250 | A | \$ 27.3125 | 3,000 | D |
| Common Stock | 10/14/2005 | | M | | 2,000 | A | \$ 28.57 | 5,000 | D |
| Common Stock | 10/14/2005 | | S | | 5,000 | D | \$ 63.1158 | 0 | D |
| | | | | | | | | 1,281 ⁽¹⁾ | I |

Common
StockBy 401(k)
Plan

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

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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 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. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Option to Purchase Common Stock | \$ 32.4375 | 10/14/2005 | | M | 1,750 | 03/24/2004 02/25/2010 | Common Stock | 1,750 |
| Option to Purchase Common Stock | \$ 27.3125 | 10/14/2005 | | M | 1,250 | 08/25/2004 08/25/2010 | Common Stock | 1,250 |
| Option to Purchase Common Stock | \$ 28.57 | 10/14/2005 | | M | 2,000 | (2) 03/28/2013 | Common Stock | 2,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BELSKY JOEL A
C/O FEDERATED DEPARTMENT STORES, INC.
7 WEST SEVENTH STREET
CINCINNATI, OH 45202

Vice President and Controller

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Joel A. Belsky pursuant to a Power of Attorney

10/18/2005

__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 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 October 14, 2005 by \$64.05, the stock price of such date.
- (2) The options became exercisable as follows: 1,000 on March 28, 2004 and 1,000 on March 28, 2005.

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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