

Macy's, Inc.  
Form 4  
March 04, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hanson Amy

(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)  
02/28/2014

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)

Executive Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Common Stock                    | 02/28/2014                           |  | A                              |   | 30,037 (1) \$ 0   | D  |   |
| Common Stock                    | 03/03/2014                           |  | S                              |   | 30,037 \$ 57.0049   | D  |   |
| Common Stock                    | 03/03/2014                           |  | M                              |   | 9,000 A \$ 30.535   | D  |   |
| Common Stock                    | 03/03/2014                           |  | S                              |   | 9,000 D \$ 56.9713  | D  |   |
| Common Stock                    | 03/03/2014                           |  | M                              |   | 20,000 A \$ 33.25   | D  |   |

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|              |            |   |        |   |            |                    |   |                |
|--------------|------------|---|--------|---|------------|--------------------|---|----------------|
| Common Stock | 03/03/2014 | S | 20,000 | D | \$ 56.9134 | 26,035             | D |                |
| Common Stock | 03/03/2014 | M | 10,808 | A | \$ 36.26   | 36,843             | D |                |
| Common Stock | 03/03/2014 | S | 10,808 | D | \$ 56.952  | 26,035             | D |                |
| Common Stock |            |   |        |   |            | 183 <sup>(2)</sup> | I | By 401(k) Plan |

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Option to Purchase Common Stock            | \$ 30.535  | 03/03/2014                           |  | M                              | 9,000   | 03/25/2006 03/25/2015                                    | Common Stock 9,000  |
| Option to Purchase Common Stock            | \$ 33.25   | 03/03/2014                           |  | M                              | 20,000  | 07/24/2007 07/24/2016                                    | Common Stock 20,000   |
| Option to Purchase Common Stock            | \$ 36.26   | 03/03/2014                           |  | M                              | 10,808  | 03/24/2007 03/24/2016                                    | Common Stock 10,808   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Hanson Amy  
C/O MACY'S, INC.  
7 WEST SEVENTH STREET  
CINCINNATI, OH 45202

Executive  
Vice  
President

## Signatures

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

03/04/2014

\_\_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) Settlement of performance-based restricted stock units following a 3-year (2011-2013) performance period. Number includes 1,516 dividend shares accrued during the performance period.
- (2) 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 3, 2014 by \$57.62, the stock price of such date.

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