Macy's, Inc. Form 4 May 19, 2008

# FORM 4

#### **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** ROCHE JOYCE M | 2. Issuer Name <b>and</b> Ticker or Trading Symbol   | 5. Relationship of Reporting Person(s) to<br>Issuer  (Check all applicable)                            |  |  |
|--|--|--|--|--|
|  | Macy's, Inc. [M]                                     |  |  |  |
| (Last) (First) (Middle)                                  | 3. Date of Earliest Transaction                      |  |  |  |
| 120 WALL STREET  | (Month/Day/Year)<br>05/16/2008                       | X_ Director 10% Owner Officer (give title below) Other (specification)                                 |  |  |
| (Street)   | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)<br>_X_Form filed by One Reporting Person |  |  |
| NEW YORK, NY 10005                                       |  | Form filed by More than One Reporting Person   |  |  |

| (City)                               | (State)                              | (Zip) Tab   | ole I - Non-                           | Derivative Securities A  | acquired, Disposed   | of, or Beneficia   | lly Owned   |
|--------------------------------------|--------------------------------------|---|--|--|--|--|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |

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

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#### 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. Number of | 6. Date Exercisable and | 7. Title and Amount of       |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|------------------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transacti  | orDerivative | Expiration Date         | <b>Underlying Securities</b> |
| Security    | or Exercise |                     | any                | Code       | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)             |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Acquired (A) |                         |                              |

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

Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) Expiration Title (D) Date Amount Exercisable Date or Number of Shares **Options** to Common (1) 05/16/2018 Purchase \$ 25.32 05/16/2008 Α 10,000 10,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROCHE JOYCE M
120 WALL STREET X

NEW YORK, NY 10005

## **Signatures**

Common Stock

/s/Christopher M. Kelly, as attorney-in-fact for Joyce M. Roche pursuant to a Power of Attorney

05/19/2008

Stock

\*\*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).
- Grant to reporting person of options to purchase 10,000 shares of common stock under the Issuer's 1994 Stock Incentive Plan, as amended. The options become exercisable in 25% increments on May 16, 2009, May 16, 2010, May 16, 2011 and May 16, 2012.

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.

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