

Harrison Robert B
Form 3
February 28, 2012

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 | |
| Â Harrison Robert B | | (Month/Day/Year) | Macy's, Inc. [M] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 02/24/2012 | | |
| C/O MACY'S, INC.,Â 7 WEST SEVENTH STREET | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Executive Vice President | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| CINCINNATI,Â OHÂ 45202 | | | | |
| (City) | (State) | (Zip) | | |

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 | 26,886 | D | Â |
| Common Stock | 1,743 ⁽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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Option to Purchase Common Stock | Â (2) | 05/08/2012 | Common Stock | 8,376 | \$ 31.68 | D | Â |
| Option to Purchase Common Stock | Â (3) | 05/14/2013 | Common Stock | 5,584 | \$ 19.315 | D | Â |
| Option to Purchase Common Stock | Â (4) | 05/12/2014 | Common Stock | 6,534 | \$ 24.975 | D | Â |
| Option to Purchase Common Stock | Â (5) | 11/10/2014 | Common Stock | 17,868 | \$ 24.83 | D | Â |
| Option to Purchase Common Stock | Â (6) | 05/11/2015 | Common Stock | 25,126 | \$ 33.055 | D | Â |
| Option to Purchase Common Stock | Â (7) | 03/24/2016 | Common Stock | 10,808 | \$ 36.26 | D | Â |
| Option to Purchase Common Stock | Â (8) | 03/23/2017 | Common Stock | 18,500 | \$ 46.15 | D | Â |
| Option to Purchase Common Stock | Â (9) | 03/21/2018 | Common Stock | 30,573 | \$ 24.85 | D | Â |
| Option to Purchase Common Stock | Â (10) | 05/16/2018 | Common Stock | 11,207 | \$ 25.32 | D | Â |
| Option to Purchase Common Stock | Â (11) | 03/20/2019 | Common Stock | 43,478 | \$ 8.76 | D | Â |
| Option to Purchase Common Stock | Â (12) | 03/19/2020 | Common Stock | 25,227 | \$ 20.89 | D | Â |
| Option to Purchase Common Stock | Â (13) | 03/25/2021 | Common Stock | 50,561 | \$ 23.43 | D | Â |
| Phantom Stock Units | Â (14) | 02/14/2013 | Common Stock | 20,303.87 | \$ (15) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Harrison Robert B C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | Â | Â | Â Executive Vice President | Â |

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Robert B. Harrison pursuant to a Power of Attorney

02/28/2012

__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 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 February 27, 2012 by \$37.37, the stock price of such date.
- (2) Options became/become exercisable as follows: 2,094 on May 8, 2003; 2,094 on May 8, 2004; 2,094 on May 8, 2005 and 2,094 on May 8, 2006.
- (3) Options became/become exercisable as follows: 1,396 on May 14, 2004; 1,396 on May 14, 2005; 1,396 on May 14, 2006 and 1,396 on May 14, 2007.
- (4) Options became/become exercisable as follows: 1,634 on May 12, 2005; 1,633 on May 12, 2006; 1,634 on May 12, 2007 and 1,633 on May 12, 2008.
- (5) Options became/become exercisable as follows: 4,467 on November 10, 2005; 4,467 on November 10, 2006; 4,467 on November 10, 2007 and 4,467 on November 10, 2008.
- (6) Options became/become exercisable as follows: 6,282 on May 11, 2006; 6,281 on May 11, 2007; 6,282 on May 11, 2008 and 6,281 on May 11, 2009.
- (7) Options became/become exercisable as follows: 2,702 on March 24, 2007; 2,702 on March 24, 2008; 2,702 on March 24, 2009 and 2,702 on March 24, 2010.
- (8) Options became/become exercisable as follows: 4,625 on March 23, 2008; 4,625 on March 23, 2009; 4,625 on March 23, 2010 and 4,625 on March 23, 2011.
- (9) Options became/become exercisable as follows: 7,644 on March 21, 2009; 7,643 on March 21, 2010; 7,643 on March 21, 2011 and 7,643 on March 21, 2012.
- (10) Options became/become exercisable as follows: 2,802 on May 16, 2009; 2,802 on May 16, 2010; 2,802 on May 16, 2011 and 2,801 on May 16, 2012.
- (11) Options became/become exercisable as follows: 21,739 on March 20, 2012 and 20,739 on March 20, 2013.
- (12) Options became/become exercisable as follows: 6,307 on March 19, 2011; 6,307 on March 19, 2012; 6,307 on March 19, 2013 and 6,306 on March 19, 2014.
- (13) Options became/become exercisable as follows: 12,641 on March 25, 2012; 12,640 on March 25, 2013; 12,640 on March 25, 2014 and 12,640 on March 25, 2015.
- (14) The value of the Phantom Stock Units will be payable in cash on February 14, 2013.
- (15) 1-for-1 conversion.

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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