

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 11-K

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For fiscal year ended December 31, 1999

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____ to ____

Commission file number: 1-13536

A. Full title of the plan and the address of the plan, if
different from that of the issuer named below:

Federated Department Stores, Inc. Profit Sharing 401 (k) Investment Plan.

B. Name of issuer of the securities held pursuant to the plan and
the address of its principal executive office:

Federated Department Stores, Inc.
151 West 34th Street
New York, New York 10001

and

7 West Seventh Street
Cincinnati, Ohio 45202

FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (k) INVESTMENT PLAN
Financial Statements
December 31, 1999 and 1998

With Independent Auditors' Report Thereon

Independent Auditors' Reports

Pension and Profit Sharing Committee
Federated Department Stores, Inc.
Profit Sharing 401(k) Investment Plan:

We have audited the accompanying statements of net assets available for
benefits of the Federated Department Stores, Inc. Profit Sharing 401(k)
Investment Plan (the "Plan") as of December 31, 1999 and 1998, and the

related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall report presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 1999 and 1998, and the changes in net assets available for benefits for the years then ended in conformity with generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The Fund Information in the statements of net assets available for benefits and the statements of changes in net assets available for benefits is presented for purposes of additional analysis rather than to present the net assets available for benefits and changes in net assets available for benefits of each fund. The Fund Information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

KPMG LLP

Cincinnati, Ohio
June 26, 2000

FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (k) INVESTMENT PLAN

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Independent Auditors' Report

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December 31, 1999 and 1998

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FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (k) INVESTMENT PLAN

Statement of Net Assets Available for Benefits, with Fund Information

December 31, 1999

(in thousands)

<CAPTION>

	Fund A	Fund B	Fund C	Fund D	Fund E	Fund F	Fund L	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Assets:								
Investments, at fair value (Note 3):								
Master Trust investments	\$413,902	\$307,087	\$422,071	\$ 54,687	\$ 26,012	\$ 83,438	\$ -	\$1,307,197
Participant loans	-	-	-	-	19,061	19,061		
Total investments	413,902	307,087	422,071	54,687	26,012	83,438	19,061	1,326,258
Receivables:								
Employer contributions	-	-	-	-	28,432	-	28,432	
Interest	33	4	-	-	69	-	106	
Total receivables	33	4	-	-	28,501	-	28,538	
Total assets	413,935	307,091	422,071	54,687	26,012	111,939	19,061	1,354,796
Liabilities:								
Trustee and management fees payable	218	278	165	98	15	29	-	803
Total liabilities	218	278	165	98	15	29	-	803
Net assets available for benefits	\$413,717	\$306,813	\$421,906	\$54,589	\$ 25,997	\$111,910	\$ 19,061	\$1,353,993

The accompanying notes are an integral part of these financial statements.

</TABLE>

<TABLE>

FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (k) INVESTMENT PLAN

Statement of Net Assets Available for Benefits, with Fund Information

December 31, 1998

(in thousands)

<CAPTION>

	Fund A	Fund B	Fund C	Fund D	Fund E	Fund F	Fund L	Total
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Assets:								
Investments, at fair value (Note 3):								
Master Trust investments	\$424,606	\$314,086	\$339,728	\$ 52,553	\$ 13,876	\$ 52,762	\$ -	\$1,197,611
Participant loans	-	-	-	-	16,360	16,360		
Total investments	424,606	314,086	339,728	52,553	13,876	52,762	16,360	1,213,971
Receivables:								
Employer contributions	-	-	-	-	24,492	-	24,492	
Participant contributions	386	264	310	95	24	49	-	1,128
Interest	-	145	-	-	-	-	145	
Forfeitures	-	-	-	-	457	-	457	
Total receivables	386	409	310	95	24	24,998	-	26,222
Total assets	424,992	314,495	340,038	52,648	13,900	77,760	16,360	1,240,193
Liabilities:								
Trustee and management								

fees payable	269	277	177	99	13	30	-	865		
Total liabilities	269	277	177	99	13	30	-	865		
Net assets available for benefits	\$424,723	\$314,218	\$339,861	\$52,549	\$13,887	\$77,730	\$16,360	\$1,239,328		

Additions:

Net investment income (Note 3):

Net appreciation (depreciation)

in fair value of investments	\$	-	\$ 49,808	\$ 68,686	\$ (1,765)	\$ 985	\$ (2,953)	\$	-	\$ 114,761
Interest and dividends	28,441	7,645	5,406	-	624	229	1,111	43,456		
Total investment income	28,441	57,453	74,092	(1,765)	1,609	(2,724)	1,111	158,217		
Less administrative expenses	(2,196)	(1,611)	(735)	(484)	(171)	(144)	-	(5,341)		
Net investment income	26,245	55,842	73,357	(2,249)	1,438	(2,868)	1,111	152,876		

Contributions:

Employer	3	1	1	-	-	24,494	-	24,499		
Participant	24,390	20,829	25,954	8,998	2,175	3,789	-	86,135		
Total contributions	24,393	20,830	25,955	8,998	2,175	28,283	-	110,634		
Total additions	50,638	76,672	99,312	6,749	3,613	25,415	1,111	263,510		

Deductions:

Distributions	67,842	31,990	30,196	4,747	716	5,819	1,242	142,552		
Interfund transfers	7,687	(15,963)	7,921	(5,668)	1,847	(3,062)	7,238	-		
Net increase (decrease)	(9,517)	28,719	77,037	(3,666)	4,744	16,534	7,107	120,958		

Net assets available for benefits:

Beginning of year	434,240	285,499	262,824	56,215	9,143	61,196	9,253	1,118,370		
End of year	\$424,723	\$314,218	\$339,861	\$ 52,549	\$ 13,887	\$ 77,730	\$ 16,360	\$1,239,328		

The accompanying notes are an integral part of these financial statements.

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FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (k) INVESTMENT PLAN

Notes to Financial Statements

December 31, 1999 and 1998

1. Description of the Plan

The following brief description of the Federated Department Stores, Inc. Profit Sharing 401 (k) Investment Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is sponsored by Federated Department Stores, Inc. (the "Company"). The Plan is a defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 and U.S. tax law.

Eligibility

Employees are generally eligible for participation in the Plan after one year of service of at least 1,000 hours and after reaching a minimum age of 21.

Contributions

Participants may elect to contribute an amount equal to 1% to 15% (subject to certain limitations) of the participant's eligible compensation. A participant may elect to make these contributions (subject to certain limitations) on a pre-tax basis pursuant to Section 401(k) of the Internal Revenue Code or on an after-tax basis. Pre-tax contributions up to 5% of eligible compensation are considered basic savings which are eligible for matching Company contributions. Company contributions are made as soon as administratively feasible after year end only to persons who are active participants on

the last day of the year and who did not make a withdrawal of basic savings during the year. The Company's contribution formula is based on the Company's annual earnings and the minimum Company contribution is the amount necessary to produce a company match of 33 1/3% of an employee's basic savings. The Plan also provides that the matching percentage for eligible participants with 15 or more years of vesting service at the start of the applicable Plan year is up to 1-1/2 times the matching percentage of eligible participants with less than 15 years of service at the start of the applicable Plan year. For the Plan year ended December 31, 1999, the Company's matching percentage, including the allocation of all forfeited nonvested amounts, was 49.3% of the participants' basic savings for participants with less than 15 years of vesting service at January 1, 1999 and 74.0% of the participants' basic savings for participants with 15 or more years of vesting service at January 1, 1999. For the Plan year ended December 31, 1998, the Company's matching percentage was 48.4% of the participants' basic savings for participants with less than 15 years of vesting service at January 1, 1998 and 72.6% of the participants' basic savings for participants with 15 or more years of vesting service at January 1, 1998.

Forfeited nonvested accounts of participants who terminate employment are applied to participants' accounts in accordance with Plan provisions. During the 1999 Plan year, forfeited nonvested accounts totaled \$473,000. During the 1998 Plan year, forfeited nonvested accounts totaled \$457,000.

(Continued)

FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (k) INVESTMENT PLAN

Notes to Financial Statements - Continued

December 31, 1999 and 1998

Participant Accounts

Each participant's account is credited with the participant's contributions and an allocation of each fund's earnings or losses. Allocations are based on participant account balances. As soon as administratively feasible after the end of each year, the Company's applicable matching contributions are credited to the eligible individual accounts.

Vesting

Participants are immediately 100% vested in their own contributions and become 20% vested in the Company's contributions after 3 years of service, with additional vesting of 20% each year thereafter until fully vested. 100% vesting is also achieved through normal retirement, death or disability.

Participant Withdrawals

Participants may borrow from their accounts up to a maximum amount equal to the lesser of \$50,000 or 50% of their 401(k) vested account balance. All loans must be repaid within five years and are also subject to certain other conditions as to security, a reasonable rate of interest and repayment schedules. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant Loan Fund (Fund L).

Participants are permitted to make withdrawals of their after-

tax contributions and earnings thereon at any time. Withdrawals of pre-tax contributions are subject to the hardship rules of Section 401 of the Internal Revenue Code. At termination, participants may elect to receive the balance of their vested account either in the form of a lump sum payment or in a variety of annuity forms.

2. Summary of Significant Accounting Policies

a) Master Trust

The Plan entered into the Federated Department Stores, Inc. Defined Contribution Plan Master Trust (the "Master Trust") Agreement with Chase Manhattan Bank (the "Trustee"). As of December 31, 1999 and 1998, the Master Trust holds the assets of the Plan exclusively. Under the terms of the Master Trust, the Trustee serves as Trustee custodian for the Master Trust.

The Federated Department Stores, Inc. Pension and Profit Sharing Committee selects a diversified group of investment managers who determine purchases and sales of investments for the respective portions of the assets in the Master Trust managed by them.

b) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

(Continued)

FEDERATED DEPARTMENT STORES, INC. PROFIT SHARING 401 (k) INVESTMENT PLAN

Notes to Financial Statements - Continued

December 31, 1999 and 1998

c) Investments

Investments are reported at fair value as determined by quoted market prices on an active market. Corporate bonds are valued based on yields currently available on comparable securities of issuers with similar credit ratings. Purchases and sales of securities are recorded on a trade-date basis. Realized gains and losses on the sale of securities are reported on the average cost method. Participant loans are valued at cost which approximates fair value.

Cash equivalents include highly liquid fixed-income securities with a maturity of one year or less.

Dividend income is recorded on the ex-dividend date. Income from other investments is recorded as earned on an accrual basis.

d) Insurance Contracts

Insurance contracts are valued at contract value, which represents contributions made under the contract, plus interest earned, less benefits paid and expenses charged.

e) Use of Estimates

The Plan administrator has made a number of estimates and assumptions relating to the preparation of these financial statements. Actual results could differ from these estimates and assumptions.

f) Reclassifications

Certain reclassifications were made to prior years' amounts to conform with the classifications of such amounts for the most recent year.

3. Investments

All of the Plan's investments are included in the Master Trust and are held by the trustee.

The Trustee under the Master Trust, in accordance with the trust agreement, invests all contributions to the Plan among several investment funds. The funds are:

Fund A - Fixed Income Fund - consisting primarily of high quality fixed-income and stable value products.

Fund B - Balanced Fund - consisting of common/collective trusts which invest in a varying mixture of equity securities and fixed income instruments.

Fund C - S&P 500 Stock Index Fund - consisting principally of shares of companies included in the S&P 500 Composite Stock Price Index.

(Continued)

FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (k) INVESTMENT PLAN

Notes to Financial Statements - Continued

December 31, 1999 and 1998

Fund D - Small Cap Stock Fund - consisting principally of small capitalization domestic equity securities.

Fund E - International Stock Fund - consisting of stocks of companies not based in the United States.

Fund F - Federated Stock Fund - consisting principally of the Company's registered common stock.

Company contributions are directed to Fund F. Participants may elect to redirect the value of Company contributions to other investment options permitted pursuant to Plan provisions.

The following table presents the fair values or contract values of investments and total net assets for the Master Trust at December 31, 1999 and 1998:

1999 1998
(in thousands)

Assets:

Investments at fair value:

Cash and cash equivalents	\$ 19,267	\$ 7,730
U. S. government securities	-	6,985
Common stock	82,961	52,745
Common/collective trusts	782,770	698,939
Registered investment companies	26,008	13,956
Total investments at fair value	911,006	780,355

Non interest bearing cash	88	8
Participant loans	19,061	16,360
Insurance contracts at contract value	396,103	417,248
Total investments	1,326,258	1,213,971

Receivables:		
Employer contributions	28,432	24,492
Participant contributions	-	1,128
Forfeitures	-	457
Interest	106	145
Total receivables	28,538	26,222
Total assets	1,354,796	1,240,193
Liabilities:		
Accrued administrative expenses	803	865
Total accrued liabilities	803	865
Total net assets	\$1,353,993	\$1,239,328

(Continued)

FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (k) INVESTMENT PLAN

Notes to Financial Statements - Continued

December 31, 1999 and 1998

Net investment income for the Master Trust for the years ended December 31, 1999 and 1998 is as follows:

	1999	1998
	(in thousands)	
Net appreciation (depreciation) in fair value of investments:		
U.S. government securities	\$ (448)	\$ 740
Common stock	15,437	(2,953)
Common/collective trusts	90,359	115,989
Registered investment companies	4,840	985
Net appreciation in fair value of investments	110,188	114,761
Interest and dividends	43,603	43,456
Total investment income	153,791	158,217
Administrative expenses	(5,375)	(5,341)
Net investment income	\$ 148,416	\$ 152,876

4. Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. In the event the Plan is terminated, the Company would have no further obligation to make contributions, and all sums credited to individual accounts (after expenses) would be distributed to participants.

5. Federal Income Taxes

The Plan obtained its latest determination letter on June 13, 1996, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. While the Plan has been amended since receiving such determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan's testings, subject to the provisions of the Internal Revenue Code, have not been completed for the current year. However, the Plan's sponsor believes that the Plan is currently in compliance.

6. Administrative Expenses

The Plan pays reasonable and necessary expenses incurred for the ongoing administration of the Plan.

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Pension and Profit Sharing Committee (which is the administrative committee for the Federated Department Stores, Inc. Profit Sharing 401 (k) Investment Plan have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDERATED DEPARTMENT STORES, INC.
PROFIT SHARING 401 (K) INVESTMENT PLAN

Dated: June 28, 2000 By: \s\Karen M. Hoguet
Karen M. Hoguet
Chairman of the Pension and Profit
Sharing Committee

Independent Auditors' Consent

Pension and Profit Sharing Committee
Federated Department Stores, Inc.
Profit Sharing 401(k) Investment Plan:

We consent to incorporation by reference in the Registration Statement (No.33-51907) on Form S-8 of Federated Department Stores, Inc. of our report dated June 26, 2000, related to the statements of net assets available for benefits of the Federated Department Stores, Inc. Profit Sharing 401(k) Investment Plan as of December 31, 1999 and 1998, and the related statements of changes in net assets available for benefits for the years then ended, which report appears in the December 31, 1999 annual report on Form 11-K of the Federated Department Stores, Inc. Profit Sharing 401(k) Investment Plan.

KPMG LLP

Cincinnati, Ohio
June 26, 2000