FORM 4	UNITED STATES SECURITIES AND EXCHANGE COMMISSION	OMB APPROVAL
☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligation may	Washington, D.C. 20549	OMB Number 3235-0287
	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	Expires: January 31, 2005 Estimated average burden hours per response 0.5
continue. See Instruction 1(b).	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(f) of the Investment Company Act of 1940	

## (Print or Type Responses)

Name and Address of Reporting Person*	2. Issuer Na	ame <b>and</b> Ticker	or Tradi	ng Sy	rmbol		Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Cody Thomas G.	Federa	ted Depar	tment	Sto	ores, Inc. (	"FD")		(=	Director	100/ Онива				
(Last) (First) (Middle) c/o Federated Department Stores, Inc. 7 West Seventh Street		of Reporting if an entity		4. Statement for Month/Day/Year  March 28, 2003										
Cincinnati Ohio 45202				1	5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person						
(City) (State) (Zip)	Table I - Non-Derivative Securities Acquired								red, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Trans- action Date	2A. 3. Trans- Deemed action Execution Code Date, if any (Instr. 8)			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5))				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership			
	(Month/ Day/ Year)	(Month/ Day/ Year	Code	٧	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)			
Common Stock									950 (1)	I	By 401(k) Plan			
(1) Reflects the withdrawal of the reporting person's balance investment fund as of March 27, 2003 by \$28.57, the stock p			r's 401 (ŀ	() plai	n, and derived b	y dividin	g the val	ue of th	ne undivided interest of th	e reporting person in the	e applicable			

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

(Over)

SEC 1474 (9-02)

\*If the form is filed by more than one reporting person, see Instruction 4(b)(v). SEC 14'

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 control number.

## FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans- action Date (Month/ Day/ Year)	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)		5. Number of Deriv- ative 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. Price of Deriv- ative Secur- ity (Instr. 5)	9. Number of Deriv- ative Secur- Ities Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4)	10. Owner-ship Form of Deriv-ative Secu-Rity: Direct (D) or Indirect (I) (Instr. 4)	11. Na- ture of In- direct Bene- ficial Own- ership (Instr. 4)
				Code	٧	(A)	(D)	Date Exer- cis- able	Expi- ration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$28.57	03/28/03		А		65,000		(2)	3/28/13	Common	65,000		65,000	D	

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## Explanation of Responses:

(2) Grant to reporting person of options to purchase 65,000 shares of common stock under the Issuer's 1995 Executive Equity Incentive Plan. The options become exercisable in 25% increments on March 28, 2004, March 28, 2005, March 28, 2006 and March 28, 2007, respectively.

\*\*Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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By: See 18 U.S.C. 1001 and 15 U.

3/28/03 Date