| 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 and Ticker | or Tradi | ng Sy | mbol | | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | |
|--|-----------------------------|---|------------|----------|---|------------------|--|---|--|--|--|--|--|
| Tysoe Ronald W. | Federa | ted Depar | tment | Sto | ores, Inc. (' | 'FD") | | . , , | | | | | |
| (Last) (First) (Middle) c/o Federated Department Stores, Inc. 7 West Seventh Street | | of Reporting f an entity | | | 4. Statement for Month/Day/Year March 28, 2003 | | | X Director10% Owner | | | | | |
| (Street) Cincinnati Ohio 45202 | | | | [| 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) | | | Tabl | le I - N | Non-Derivative | Securiti | uired, 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 or Disposed of (Instr. 3, 4 and | of (D) | I (A) | 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned (I) Ownership | | | | | |
| | (Month/ Day/ Year) | (Month/ Day/ Year | Code | ٧ | Amount | (A) or (D) | Price | Reported Transaction(s) | | | | | |
| Common Stock | | | | | | | | 142 (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 (k | k) plar | n, and derived by | dividing | the val | alue of the undivided interest of the reporting person in the 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 147

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 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) | | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(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 | | A | | 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).

By: /s/ Padma Tatta Cariappa as attorney-in-fact for Ronald W. Tysoe pursuant to a Power of Attorney

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.
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3/28/03 Date

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