

OMB APPROVAL

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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(Print or Type Responses)

1. Name and Address of Reporting Person BELSKY JOEL A			2. Issuer Name and Ticker or Trading Symbol FEDERATED DEPARTMENT STORES INC /DE/ [FD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice President and Controller			
(Last) (First) (Middle) C/O FEDERATED DEPARTMENT STORES, INC., 7 WEST SEVENTH STREET			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2004							
(Street) CINCINNATI, OH 45202			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person _____ Form filed by More than One Reporting Person			
(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/27/2004		M		1,250	A	\$ 34.375	1,250	D	
Common Stock	02/27/2004		M		7,000	A	\$ 38.0625	8,250	D	
Common Stock	02/27/2004		M		5,250	A	\$ 32.4375	13,500	D	
Common Stock	02/27/2004		M		3,750	A	\$ 27.3125	17,250	D	
Common Stock	02/27/2004		S		1,250	D	\$ 51.63	16,000	D	
Common Stock	02/27/2004		S		7,000	D	\$ 51.99	9,000	D	
Common Stock	02/27/2004		S		9,000	D	\$ 52	0	D	
Common Stock								1,088 (1)	I	By 401(k) Plan

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)**

[illegible]

to Purchase Common Stock	\$ 27.3125	02/27/2004		M			3,750	08/25/2001 ⁽⁴⁾	08/25/2010	Common Stock	3,750	\$ 27.3125	1,250	D	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BELSKY JOEL A C/O FEDERATED DEPARTMENT STORES, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Vice President and Controller	

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Joel Belsky pursuant to a Power of Attorney		03/01/2004
 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).
- (1) Reflects matching contributions 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 26, 2004 by \$51.82, the stock price of such date.
- (2) The options became exercisable as follows: 1,750 on March 26, 2000, 1,750 on March 26, 2001, 1,750 on March 26, 2002 and 1,750 on March 26, 2003.
- (3) The options became exercisable as follows: 1,750 on March 24, 2001, 1,750 on March 24, 2002 and 1,750 on March 24, 2003.
- (4) The options became exercisable as follows: 1,250 on August 25, 2001, 1,250 on August 25, 2002 and 1,250 on August 25, 2003.

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.