FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL					
OMB Number:	3235-0287				
Estimated average burden					
nours per response	0.5				

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

(Print or Ty	pe Responses	>)													
1. Name and Address of Reporting Person* NEUBAUER JOSEPH				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) _X_ Director 10% Owner Officer (give title below) Other (specify below)				
(Last) (First) (Middle) C/O ARAMARK CORPORATION, 1101 MARKET STREET				3. Date of Earliest Transaction (Month/Day/Year) 03/31/2003											
(Street) PHILADELPHIA, PA 19107				4. If Amendment, Date Original Filed(Month/Day/Year) 04/02/2003							6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City		(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
(Instr. 3)]	Date Month/Day/Year)			e, if	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		eneficially eported Tra	f Securities Owned Foll ansaction(s)	lowing (Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			(Month/Day/		ear)	Code	e V A	mount (A)	or	(Instr. 3 and 4)		(
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, i	f Transaction Number and Expiration Date of Uncode of (Month/Day/Year) Security			d Amount ring	8. Price of Derivative Security (Instr. 5)		Ownersh Form of Derivativ Security: Direct (D or Indirect	(Instr. 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	(1)	03/31/2003		A	,	379	(D)	(2)	(2)	Common		\$ 28.02	379	D	
Phantom Stock Units	<u>(1)</u>	03/31/2003		A		379		(3)	(3)	Common	n 379	\$ 28.02	758	D	

Reporting Owners

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
NEUBAUER JOSEPH C/O ARAMARK CORPORATION 1101 MARKET STREET PHILADELPHIA, PA 19107	X					

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Joseph Neubauer pursuant to a Power of Attorney

*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) 1-for-1 conversion.
- (2) Units are to be settled in Common Stock upon the Reporting Person's termination from the Board of Directors.
- (3) Units are to be received by Reporting Person upon termination from the Board of Directors.

Remarks:

This amended Form 4 is being filed to correct the number of Phantom Stock Unites acquired on 3/31/2003, which was reported incorrectly.

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.