FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

OMB APPROVAL							
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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

Instruc	ction 1(b).			In	vesti	ment C	omp	any A	Act of	f 1940								
(Print or Ty	pe Response	s)																
Name and Address of Reporting Person — COLE THOMAS L				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 X Officer (give title below) Other (specify below)						
(Last) (First) (Middle) C/O FEDERATED DEPARTMENT STORES INC, 7 WEST SEVENTH STREET				3. Date of Earliest Transaction (Month/Day/Year) 03/26/2004												Vice Chair		
		4. If Amendment, Date Original Filed(Month/Day/Year)									6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person							
CINCINNATI, OH 45202 (City) (State) (Zip)				Form filed by More than One Reporting Person														
		(State)	(Zip)	Table I - Non-Derivative Securities Acqui														
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day		ate, if	3. Transaction Code (Instr. 8)		(4	4. Securities Acc (A) or Disposed (Instr. 3, 4 and 5		of (D) Ow Tra		5. Amount of Securities Beneficially Dwned Following Reported Fransaction(s) Instr. 3 and 4)			Ownership of Form: EDirect (D)	7. Nature of Indirect Beneficial Ownership
							Cod	le	V A	mount	(A) or (D)	Price			ı	or Indirect (I) (Instr. 4)	Instr. 4)	
Common	Common Stock												4,18	37 <u>(1)</u>			I 4	By 401(k) olan
Keminder: 1	Keport on a s	separate line for each	Table II -	Derivativ	e Se	curities	s Acqu	Pe co foi	rson ntair rm di Dispo	s who ned in splays	this forms a curre	m are ently v	not i /alid	required OMB c	n of inform I to respo ontrol num	nd unless t		474 (9-02)
1. Title of Derivative Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Code		5. Number		6. Date Exercisal Expiration Date (Month/Day/Yea			te Amo Vear) Unde Secur		ritle and nount of derlying curities str. 3 and 4)			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownershi Form of Derivativ Security: Direct (D or Indirect)
				Code	v	(A)	(D)			Expi le Date	ration	Title		Amount or Number of Shares				
Option to Purchase Common Stock	\$ 50.01	03/26/2004		A		32,50	0		<u>(2)</u>	03/2	26/2014	Comi		32,500	\$ 0	32,500	D	
Phantom Stock Units	(3)	03/26/2004		A		14,51	7		<u>(4)</u>		<u>(4)</u>	Comi		14,517	\$ 0	14,517	D	
Repor	ting O	wners																
						Relati	ionshi	ips			1							
Reporting Owner Name / Address			ldress	Director	10%	% Owne		ficer		Other								
C/O FED:	HOMAS L ERATED I SEVENTH NATI, OH		STORES INC				V	ice C	hair									

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Thomas L. Cole pursuant to a Power of Attorney	03/30/2004
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 March 26, 2004 by \$50.50, the stock price of such date.
- (2) Grant to reporting person of options to pruchase 32,500 shares of common stock under the Issuer's 1995 Executive Equity Incentive Plan. The options become exercisable in 25 percent increments on March 26, 2005, March 26, 2006, March 26, 2007 and March 26, 2008, respectively.
- (3) 1-for-1 conversion.
- (4) The value of the phantom stock units will be payable in cash as follows: 50 percent on February 4, 2008 and 50 percent on February 2, 2009.

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.