FORM 4

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

OMB APPF	ROVAL
OMB Number:	3235-0287
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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 Response	78)													
1. Name and Address of Reporting Person — WEATHERUP CRAIG (Last) (First) (Middle) C/O THE PEPSI BOTTLING GROUP, ONE PEPSI WAY				Issuer Name and Ticker or Trading Symbol FEDERATED DEPARTMENT STORES INC /DE/ [FD] Date of Earliest Transaction (Month/Day/Year) 03/31/2004						NC.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director Officer (give title below) Other (specify below))
(Street) SOMERS, NY 10589				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 Form filed by More than One Reporting Person				
(City) (State) (Zip)			(Zip)	Table I - Non-Derivative Securities Acqui						es Acquir	ired, Disposed of, or Beneficially Owned				
(Instr. 3) Date			(Month/Day/Year)			(A (B) (D (Ir	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		llowing)	Ownership of Form: B	eneficial wnership		
Reminder:	P									ond to th	o collect	! ! ! -	rmation	SEC 14	74 (9-02)
Reminder:			Table II - D					contain the forn	ed in this f n displays sed of, or Bo	orm are in a current	not requi	red to resp	oond unless ol number.		, . (5 02)
1. Title of Derivative Security (Instr. 3)	Conversion	3. Transaction Date (Month/Day/Yea	3A. Deemed Execution Date,	4. Transac Code	alls,	5. Nu	ants, comber rative rative rities ired rosed	contain the forn	ed in this for displays sed of, or Bouvertible securities ercisable tion Date	orm are in a current	Owned of nag	MB control 8. Price of	ond unless	f 10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial
1. Title of Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, any	4. Transac Code	alls,	5. Nu of Deriv Secur Acqui (A) of Dispo of (D (Instr	ants, comber rative rative rities ired rosed	contain the form ired, Dispo options, con 6. Date Exc and Expira	ed in this f n displays sed of, or Bo exercisable tion Date y/Year)	orm are i a current eneficially curities) 7. Title an Amounty Securities (Instr. 3 a	Owned of nag	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transactions	f 10. Ownership Form of Derivative Security: Direct (D) or Indirect s) (I)	11. Nature of Indirect Beneficial Ownership
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Reporting Owners

P. (1. O. N. /411	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
WEATHERUP CRAIG C/O THE PEPSI BOTTLING GROUP ONE PEPSI WAY SOMERS, NY 10589	X					

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Craig E. Weatherup pursuant to a Power of Attorney		04/02/2004
**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) 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) The price noted is the average of the value of stock units granted each month during the quarter for which this report is filed. (4) Units are to be received by Reporting Person upon termination from the Board of Directors.

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.