

FORM 4

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

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

(Print or Type Responses)

1. 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) ____ 10% Owner ____ Other (specify below)					
(Last) (First) (Middle) C/O FEDERATED DEPARTMENT STORES INC, 7 WEST SEVENTH STREET		3. Date of Earliest Transaction (Month/Day/Year) 11/15/2004		Vice Chair					
(Street) CINCINNATI, OH 45202		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)		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	11/15/2004		M		32,000	A	\$ 33.125	53,494.15 (1)	D
Common Stock	11/15/2004		M		32,000	A	\$ 34.375	85,494.15	D
Common Stock	11/15/2004		S		64,000	D	\$ 55.7568	21,494.15	D
Common Stock								4,177 (2)	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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SEC 1474 (9-02)


Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Option to Purchase Common Stock	\$ 33.125	11/15/2004		M		32,000	(3)	03/22/2006	Common Stock	32,000	\$ 33.125	0	D
Option to Purchase Common Stock	\$ 34.375	11/15/2004		M		32,000	(4)	03/28/2007	Common Stock	32,000	\$ 34.375	0	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE THOMAS L C/O FEDERATED DEPARTMENT STORES INC 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Vice Chair	

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Thomas L. Cole pursuant to a Power of Attorney		11/16/2004
 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) Includes 6 shares issued July 14, 2004 which were earned as dividends on shares granted under the Issuer's long term incentive plan.
- (2) 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 November 15, 2004 by \$56.00, the stock price of such date.
- (3) The options became exercisable as follows: 14,000 on March 22, 2000, 4,500 on March 22, 1997, 4,500 on March 22, 1998, 4,500 on March 22, 1999 and 4,500 on March 22, 2000.
- (4) The options became exercisable as follows: 14,000 on March 28, 2001, 4,500 on March 28, 1998, 4,500 on March 28, 1999, 4,500 on March 28, 2000 and 4,500 on March 28, 2001.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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