FORM 4

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

OMB APPROVAL				

DMB Number:	3235-0287			
stimated average burden				
ours per respons	e 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 Type Responses) 1. Name and Address of Reporting Person *			1 *	2. Issuer Name and Ticker or Trading Symbol					5.	5. Relationship of Reporting Person(s) to Issuer					
WEATHERUP CRAIG (Last) (First) (Middle) C/O THE PEPSI BOTTLING COMPANY, ONE PEPSI WAY				FEDERATED DEPARTMENT STORES INC /DE/ [FD]						NC _	(Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below))
			3. Date of Earliest Transaction (Month/Day/Year) 12/31/2004												
(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	(City) (State) (Zip)				Т	able	I - No	on-Deriva	tive Securit	ies Acquire	d, Dispos	ed of, or Be	eneficially Ov	vned	
1.Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		Execution Date, if any (Month/Day/Year) Code (Instr.) (A (D (In	(A) or Disposed of (D) (Instr. 3, 4 and 5)		Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		llowing (Ownership of Form:	neficial vnership
							Code	V AI	nount (D)	Price				msu. 4)	
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		3. Transaction	3A. Deemed	4.	alls, w	arra . Nur	nts, op	contain the form red, Dispo ptions, con 6. Date Ex-	ed in this in displays sed of, or B nvertible sec	eneficially curities) 7. Title and	ot requir y valid C Owned	ed to respond control	oond unless ol number. 9. Number o	f 10.	11. Natur
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P. (1. O. N. (All	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
WEATHERUP CRAIG						
C/O THE PEPSI BOTTLING COMPANY ONE PEPSI WAY	X					
SOMERS, NY 10589						

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Craig E. Weatherup pursuant to a Power of Attorney	01/04/2005
**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.