

FORM 4

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

OMB APPROVAL

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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 Type Responses)

1. Name and Address of Reporting Person * GROVE JANET		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) Vice Chair			
(Last) (First) (Middle) C/O FEDERATED DEPARTMENT STORES INC, 7 WEST SEVENTH STREET		3. Date of Earliest Transaction (Month/Day/Year) 02/24/2006					
(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	02/24/2006		S	634 D \$ 71.24	8,950 (1)	D	
Common Stock	02/24/2006		S	4,200 D \$ 71.06	4,750	D	
Common Stock	02/24/2006		S	2,600 D \$ 70.62	2,150	D	
Common Stock	02/24/2006		S	1,400 D \$ 70.61	750	D	
Common Stock	02/24/2006		M	6,000 A \$ 34.375	6,750	D	
Common Stock	02/24/2006		M	36,000 A \$ 27.3125	42,750	D	
Common Stock	02/24/2006		S	42,000 D \$ 70.2024	750	D	
Common Stock					86 (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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contained in this form are not required to respond unless the
form displays a currently valid OMB control number. 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	\$ 34.375	02/24/2006		M	6,000	(3) 03/28/2007	Common Stock 6,000	\$ 0	0	D	
Option to Purchase Common Stock	\$ 27.3125	02/24/2006		M	36,000	(4) 08/25/2010	Common Stock 36,000	\$ 0	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GROVE JANET C/O FEDERATED DEPARTMENT STORES INC 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Vice Chair	
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Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Janet Grove pursuant to a Power of Attorney		02/28/2006
 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 1 share issued April 1, 2005 which was a dividend 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 February 27, 2006 by \$71.17, the stock price of such date.
- (3) Options became exercisable as follows: 1,500 on March 28, 1998, 1,500 on March 28, 1999, 1,500 on March 28, 2000 and 1,500 on March 28, 2001.
- (4) Options became exercisable as follows: 9,000 on August 25, 2001, 9,000 on August 25, 2002, 9,000 on August 25, 2003 and 9,000 on August 25, 2004.

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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