# FORM 4

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

OMB APPROVAL						
OMB Number:	3235-0287					
Estimated average burden						
hours per response	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 Ty	pe Response	(S)														
1. Name and Address of Reporting Person *- GROVE JANET					2. Issuer Name <b>and</b> Ticker or Trading Symbol FEDERATED DEPARTMENT STORES INC /DE/ [FD]						/DE/	Director 10% Owner  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) 03/24/2006							Vice Chair					
(Street)				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				Line)	
CINCINNATI, OH 45202			(7in)								Form filed by More than One Reporting Person					
	(City) (State) (Zip)			Table I - Non-Derivative Securities Acqu							· · · · · · · · · · · · · · · · · · ·					
1.Title of Security 2. Transaction Date (Month/Day/Yea		Date (Month/Day/Year)	2A. Deemed Execution Date, if		if Coo (Ins	(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)					ted	Ownership Form:	Beneficial	
				(Month/I	Jay/Yea		Code	VA	mount	(A) or (D)	(Instr. 3 and 4)			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common	Stock		03/27/2006				F	1	19	D :	\$ 71.15 6	31			D	
Common	ommon Stock										2.	25 (1)			I	By 401(k) Plan
Reminder:	Report on a	separate line for ea	ch class of securities	s beneficia	arry Own	nea un	J	Persor contain	s who	this for	m are no	ot required	n of inform I to respoi ontrol nun	nd unless t		1474 (9-02)
Reminder:	Report on a	separate line for ea	ch class of securities	s beneficia	arry Own	nea un	J	Persor contain	s who	this for	m are no	ot required	l to respoi	nd unless t		1474 (9-02)
1. Title of	2. Conversion	3. Transaction	Table II - I	Derivativ e.g., puts 4. Transac Code	e Secur, calls, 5. ction of Do	Number Privative curities cquired (A) or	cquirents, op eer 6. E: ve (N	Persor contain form d	s who ned in isplays osed of, onvertib tercisab	this for s a curr , or Bend ble secur	m are no ently val	ot required lid OMB co Owned and of ing	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following	of 10. Owners Form o Derivat Security Direct (	ship of Indir f Benefic ive Owners y: (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II - I ( 3A. Deemed Execution Date, if)	Derivativ e.g., puts 4. Transac Code	e Secur, calls, vector of Do Sector Of Calls (Additional Calls)	Number Nu	cquirents, oper 6. Execute (N	Persor contain form d red, Disp ptions, co	s who ned in isplays osed of, onvertib tercisab	this for s a curr , or Bend ble secur	eficially (cities) 7. Title a Amount Underlyi Securities	ot required lid OMB co Owned and of ing	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially	of 10. Owners Form o Derivat Security Direct ( or Indir	ship of Indir Benefic Owners (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction	Table II - I ( 3A. Deemed Execution Date, if)	Derivativ e.g., puts 4. Transac Code	e Secur, calls, 5. Stion of Security (A Di (E) (Ir an	Number Printer Number	cquirents, oper 6. E. (No. 1) of 4,	Persor contain form d red, Disp ptions, co	s who ned in isplays osed of, nertilitercisab i Date ay/Year	this for s a curr , or Bend ble secur cle and r)	eficially (cities) 7. Title a Amount Underlyi Securities	ot required lid OMB co Owned and of ing	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Oerivat Security Direct ( or Indir	ship of Indir Benefic Owners (Instr. 4
1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction	Table II - I ( 3A. Deemed Execution Date, if)	Derivativ e.g., puts 4. Transac Code ) (Instr. 8	e Secur, calls, v 5. ction of Do S Se Ao (AA Di (Ir) (Ir) (Ir) (IV)	Number of the property of the	Cequirents, open for the control of	Persor contain form d red, Disp ptions, co 5. Date Ex Expiration Month/D	es who ned in isplays osed of, invertit recrisab i Date ay/Year	this for s a curr , or Bend ble secur cle and r)	m are no ently value ficially (ities) 7. Title a Amount Underly Securitie (Instr. 3	or required ind OMB colored of Section Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Oerivat Security Direct ( or Indir	ship of Indir Benefic Owners (Instr. 4
1. Title of Derivative Security (Instr. 3)  Option to Purchase Common	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year	Table II - I ( 3A. Deemed Execution Date, if)	Derivative.g., puts 4. Transac Code (Instr. 8)	e Secur, calls, v  5. ction of Do  S) Se  Ac  (A)  (D)  (Ir  an	rities A Numbod Province of the Country of the Coun	Cequirents, open for the control of	Persor contain form d red, Disp ptions, cc 5. Date Es Expiration Month/D	es who ned in isplays osed of, invertit recrisab i Date ay/Year	this for s a curre of the security of the secu	m are no ently value ficially (ities) 7. Title a Amount Underly Securitie (Instr. 3	Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10. Owners Form of Derivat Security Direct ( or Indir (I) (Instr. 4	ship of Indir Benefic Owners (Instr. 4

### **Reporting Owners**

D C O N (All	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GROVE JANET C/O FEDERATED DEPARTMENT STORES INC 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Vice Chair				

# **Signatures**

/s/Padma	Tatta	Carianna	as attornes	-in-fact f	or Innet	Grove	pursuant to a	Power /	of Attorney	
/ S/ 1 auma	1 atta	Carrappa,	as attorney	-III-Iact I	or janet	OIUVC	pursuant to a	I UWCI (	of Attorney	

**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 24, 2006 by \$71.65, the stock price of such date.
- (2) Grant to reporting person of options to purchase 19,485 shares of common stock under the Issuer's 1995 Executive Equity Incentive Plan. The options become exercisable in 25% increments on March 24, 2007, March 24, 2008, March 24, 2009 and March 24, 2010.
- (3) 1-for-1 conversion
- (4) The value of the phantom stock units will be payable in cash as follows: 50% on February 4, 2008 and 50% on February 2, 2009.
- (5) The value of the phantom stock units will be payable in cash as follows: 50% on February 1, 2010 and 50% on January 31, 2011.

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.