

(Print or Type Responses)

1. Name and Address of Reporting Person TYSOE RONALD W			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) <div><div><input type="checkbox"/> Director</div><div><input checked="" type="checkbox"/> Officer (give title below)</div><div><input type="checkbox"/> 10% Owner</div><div><input type="checkbox"/> Other (specify below)</div></div> <div>Vice Chair</div>						
(Last) (First) (Middle) C/O FEDERATED DEPARTMENT STORES, INC., 7 WEST SEVENTH STREET			3. Date of Earliest Transaction (Month/Day/Year) 03/24/2006									
(Street) CINCINNATI, OH 45202			4. If Amendment, Date Original Filed(Month/Day/Year) 03/28/2006			6. Individual or Joint/Group Filing(Check Applicable Line) <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div>						
(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)
					<div><div>Code</div><div>V</div></div>		<div><div>Amount</div><div>(A) or (D)</div><div>Price</div></div>					

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	(1)	03/24/2006		A	9,137	02/04/2008(2)	02/04/2008(2)	Common Stock	9,137	\$ 0	9,137	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TYSOE RONALD W 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 Ronald W. Tysoe pursuant to a Power of Attorney		04/14/2006
<div>**Signature of Reporting Person</div>		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) The value of the phantom stock units will be payable in cash on February 4, 2008.

Remarks:

This amended Form 4 is being filed to correct the information that was contained in footnote number 4 of the original filing.

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.