

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 * FELDBERG MEYER | | 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) <input checked="" type="checkbox"/> Director ____ Officer (give title below) <input type="checkbox"/> 10% Owner ____ Other (specify below) | | | |
| (Last) 145 CENTRAL PARK WEST, NO. 2B | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2006 | | | | |
| (Street) NEW YORK, NY 10023 | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) |
| Common Stock | 06/30/2006 | | M | 516 (1) A \$ 0 | 12,351 (2) (3) | D | |

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

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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) | | | |
|---|--|---|---|-----------------------------------|--|---|--|---|---|---|---|-----|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Phantom Stock Units | (4) | 06/30/2006 | | M | | 516 (1) | 06/30/2006 | 06/30/2006 | Common Stock | 516 | \$ 0 | 0 | D | |
| Phantom Stock Units | (4) | 06/30/2006 | | A | | 364 | 06/30/2009 | 06/30/2009 | Common Stock | 364 | \$ 35.42 (5) | 364 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FELDBERG MEYER 145 CENTRAL PARK WEST NO. 2B NEW YORK, NY 10023 | X | | | |

Signatures

| | | |
|---|--|------------|
| /s/Padma Tatta Cariappa, as attorney-in-fact for Meyer Feldberg pursuant to a Power of Attorney | | 07/05/2006 |
| **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) The amount of the phantom stock units previously reported was 258 shares, but was adjusted to reflect the 2-for 1 stock split that occurred with respect to Issuer's common stock on June 9, 2006. The number reported reflects the 1-for-1 conversion of phantom stock units to shares of common stock of the Issuer.

(2) Includes 19 shares received June 30, 2006 pursuant to a dividend reinvestment feature of the Issuer's directors compensation program.

(3) On June 9, 2006, the common stock of the Issuer split 2-for-1, resulting in the reporting person's ownership of 5,908 additional shares of common stock.

(4) 1-for-1 conversion.

(5) The price noted is the average of the value of the stock units granted each month during the quarter for which this report is filed, adjusted to reflect the 2-for-1 stock split that occurred on June 9, 2006.

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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