

## FORM 4

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

## OMB APPROVAL

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## 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

☐ Check this box if no  
longer subject to  
Section 16. Form 4 or  
Form 5 obligations  
may continue. See  
Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person COLE THOMAS L			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) 07/11/2006										
(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		07/11/2006		M		72,000 A		\$ 13.6562		101,066 (1)		D	
Common Stock		07/11/2006		M		97,500 A		\$ 14.285		198,566		D	
Common Stock		07/11/2006		S		72,000 D		\$ 36.2815		126,566		D	
Common Stock		07/11/2006		S		97,500 D		\$ 36.304		29,066		D	
Common Stock		07/11/2006		A		50,000 A		\$ 0		79,066		D	
Common Stock										8,913 (2)		I By 401(k) Plan	

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. 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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$ 13.6562 (3)	07/11/2006		M	72,000 (3)	(4)	08/25/2010	Common Stock	72,000 (3)	\$ 0	0	D	
Option to Purchase Common Stock	\$ 14.285 (5)	07/11/2006		M	97,500 (5)	(6)	03/28/2013	Common Stock	97,500 (5)	\$ 0	32,500 (5)	D	
Option to Purchase Common Stock	\$ 36.51	07/11/2006		A	150,000	07/11/2009	07/11/2016	Common Stock	150,000	\$ 0	150,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COLE THOMAS L C/O FEDERATED DEPARTMENT STORES INC 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Vice Chair	

# Signatures

/s/ Christopher M. Kelly, as attorney-in-fact for Thomas L. Cole pursuant to a Power of Attorney		07/13/2006
 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) On June 9, 2006, the common stock of the Issuer split 2-for-1, resulting in the reporting person's ownership of 14,533 additional shares of common stock.
- (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 July 12, 2006 by \$35.95, the stock price of such date.
- (3) This option was previously reported as covering 36,000 shares at an exercise price of \$27.3125 per share, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (4) Options became exercisable as follows: 18,000 on August 25, 2001, 18,000 on August 25, 2002, 18,000 on August 25, 2003 and 18,000 on August 25, 2004.
- (5) This option was previously reported as covering 65,000 shares at an exercise price of \$28.57 per share, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (6) Options became exercisable as follows: 32,500 on March 28, 2004, 32,500 on March 28, 2005 and 32,500 on March 28, 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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