

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: November 1, 2006

FEDERATED DEPARTMENT STORES, INC.

7 West Seventh Street, Cincinnati, Ohio 45202
(513) 579-7000

-and-

151 West 34th Street, New York, New York 10001
(212) 494-1602

Delaware	1-13536	13-3324058
(State of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On November 1, 2006, the Company entered into amendments to the severance agreements with certain executive officers, which agreements were set to expire on November 1, 2006. The amendments extend the term of the severance agreements by one year, to November 1, 2007, and make no other changes to the severance agreements. Amendments were entered into with the Chief Executive Officer, Terry Lundgren, and with each of the Company's Vice Chairs: Thomas Cody, Thomas Cole, Janet Grove, and Susan Kronick. The form of amendment is filed herewith as Exhibit 10.1.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

10.1 Form of Amendment No. 1 to Severance Agreement.

FEDERATED DEPARTMENT STORES, INC.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDERATED DEPARTMENT STORES, INC.

Dated: November 2, 2006

By: /s/ Joel A. Belsky

Name: Joel A. Belsky

Title: Vice President and Controller

AMENDMENT No. 1 to SEVERANCE AGREEMENT

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This Amendment No. 1 to Severance Agreement, dated as of November 1, 2006 ("Amendment No. 1"), is made and entered by and between [name] (the "Executive") and FEDERATED DEPARTMENT STORES, INC., a Delaware corporation (the "Company").

RECITALS

- A. The Executive and the Company entered into a Severance Agreement dated as of [date]; and
- B. The Executive and the Company desire to amend the Severance Agreement.

NOW, THEREFORE, the Company and the Executive agree as follows:

1. Clause (i) of Section 1(g) is hereby amended to replace the date "November 1, 2006" with the date "November 1, 2007"; and

2. Except as hereby amended, all of the other terms and provisions of the Severance Agreement remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment No. 1 to be duly executed and delivered as of the date first above written.

FEDERATED DEPARTMENT STORES, INC.

By: _____

Dennis J. Broderick

Senior Vice President, General Counsel and Secretary

[Executive]