

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 13, 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 8.01 Other Events.

On November 13, 2006, Federated Department Stores, Inc. ("Federated") issued a press release (the "Press Release") announcing that it and its wholly owned subsidiary, Federated Retail Holdings, Inc., have filed a preliminary prospectus supplement with the Securities and Exchange Commission in connection with a proposed public offering of senior notes of Federated Retail Holdings. The full text of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release of Federated dated November 13, 2006.

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 13, 2006

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Senior Vice President, General Counsel and
Secretary

FEDERATED ANNOUNCES PROPOSED DEBT OFFERING

CINCINNATI, Ohio, November 13, 2006 - Federated Department Stores, Inc. today announced that it and its wholly owned subsidiary, Federated Retail Holdings, Inc., have filed a preliminary prospectus supplement with the Securities and Exchange Commission in connection with a proposed public offering of senior notes of Federated Retail Holdings. The senior notes will be fully and unconditionally guaranteed on a senior unsecured basis by Federated Department Stores. The net proceeds from the proposed offering will be used by Federated Holdings to fund amounts payable in connection with its previously announced tender offer for certain of its outstanding debt securities. The completion of the proposed offering of senior notes is subject to market conditions and other factors.

Banc of America Securities LLC, Credit Suisse Securities (USA) LLC and J.P. Morgan Securities Inc. are acting as joint book-running managers. A prospectus may be obtained from any of the joint book-running managers by contacting Banc of America Securities LLC at (800) 294-1322, Credit Suisse Securities (USA) LLC at (212) 325-3325 or J.P. Morgan Securities Inc. at (212) 834-4533.

Federated, with corporate offices in Cincinnati and New York, is one of the nation's premier retailers, with fiscal 2006 sales expected to be about \$27 billion. Federated operates more than 850 department stores in 45 states, the District of Columbia, Guam and Puerto Rico under the names of Macy's and Bloomingdale's. The company also operates macys.com, bloomingdales.com and Bloomingdale's By Mail.

All statements in this press release that are not statements of historical fact are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are based upon the current beliefs and expectations of Federated's management and are subject to significant risks and uncertainties. Actual results could differ materially from those expressed in or implied by the forward-looking statements contained in this release because of a variety of factors, including conditions to, or changes in the timing of, proposed transactions, prevailing interest rates, competitive pressures from specialty stores, general merchandise stores, manufacturers' outlets, off-price and discount stores, new and established forms of home shopping (including the Internet, mail-order catalogs and television) and general consumer spending levels, including the impact of the availability and level of consumer debt, the effect of weather and other factors identified in documents filed by the company with the Securities and Exchange Commission..

(NOTE: Additional information on Federated, including past news releases, is available at www.fds.com/pressroom)

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SOURCE: Federated Department Stores, Inc.