

# FORM 4

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

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

### 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

#### OMB APPROVAL

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(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) 03/28/2007			
(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	03/28/2007		M		32,500	A	\$ 14.285	111,566	D	
Common Stock	03/28/2007		S		1,000	D	\$ 45.64	110,566	D	
Common Stock	03/28/2007		S		900	D	\$ 45.69	109,666	D	
Common Stock	03/28/2007		S		7,100	D	\$ 45.70	102,566	D	
Common Stock	03/28/2007		S		2,300	D	\$ 45.71	100,266	D	
Common Stock	03/28/2007		S		1,400	D	\$ 45.72	98,866	D	
Common Stock	03/28/2007		S		900	D	\$ 45.73	97,966	D	
Common Stock	03/28/2007		S		1,900	D	\$ 45.74	96,066	D	
Common Stock	03/28/2007		S		6,400	D	\$ 45.75	89,666	D	
Common Stock	03/28/2007		S		5,200	D	\$ 45.76	84,466	D	
Common Stock	03/28/2007		S		100	D	\$ 45.77	84,366	D	
Common Stock	03/28/2007		S		500	D	\$ 45.78	83,866	D	
Common Stock	03/28/2007		S		500	D	\$ 45.79	83,366	D	
Common Stock	03/28/2007		S		1,300	D	\$ 45.80	82,066	D	
Common Stock	03/28/2007		S		800	D	\$ 45.81	81,266	D	
Common Stock	03/28/2007		S		700	D	\$ 45.82	80,566	D	
Common Stock	03/28/2007		S		1,500	D	\$ 45.86	79,066	D	
Common Stock	03/28/2007		I		8,950 (1)	D	\$ 45.33	0	I	By 401(k) Plan

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	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	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	10. Ownership Form of Derivative Security:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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	Security					(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date				Following Reported Transaction(s) (Instr. 4)	Direct (D) or Indirect (I) (Instr. 4)	
				Code	V	(A)	(D)			Title	Amount or Number of Shares				
Options to Purchase Common Stock	\$ 14.285 (2)	03/28/2007		M			32,500 (2)	03/28/2007	03/28/2013	Common Stock	32,500 (2)	\$ 0	0	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		03/30/2007
--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) Reflects the withdrawal of the reporting person's balance from his account in the Issuer's 401(k) plan, and derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of March 28, 2007 by \$45.33, the stock price as of such date.
- (2) This option grant was perviously reported as covering a total of 65,000 shares at an exercise price of \$28.57, but was adjusted to reflect the Issuer's 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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