Instruction 1(b).

### Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

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

| CHE ADDROVAL             |           |  |  |  |  |
|--------------------------|-----------|--|--|--|--|
| OMB APPROVAL             |           |  |  |  |  |
| OMB Number:              | 3235-0287 |  |  |  |  |
| Estimated average burden |           |  |  |  |  |
| hours par respons        | 0.5       |  |  |  |  |

## 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 Ty  | pe Response   | es)                |  |  |                 |   |         |                                  |   |                               |  |  |                                      |   |   |                                 |
|---|---|--------------------|--|--|-----------------|---|---------|----------------------------------|---|-------------------------------|--|--|--------------------------------------|---|---|---------------------------------|
| 1. Name and Address of Reporting Person * BOLLENBACH STEPHEN F                          |   |                    |  | 2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M]   |                 |   |         |                                  |   |                               | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner |  |                                      |   |   |                                 |
| (Last) (First) (Middle) C/O HILTON HOTELS CORPORATION, 9336 CIVIC CENTER DRIVE (Street) |   |                    |  | Date of Earliest Transaction (Month/Day/Year)     05/16/2008  4. If Amendment, Date Original Filed(Month/Day/Year) |                 |   |         |                                  |   |                               |  |  | ve title below)                      |   | (specify below)   |                                 |
|   |   |                    |  |  |                 |   |         |                                  |   |                               | _X_1   | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |                                      |   |   |                                 |
|   |   | CA 90210           |  |  |                 |   |         |                                  |   |                               |  | om med by  | wore than one                        | Reporting reison  |   |                                 |
| (Cit  | ty)   | (State)            | (Zip)  |  |                 | Table   | I - I   | Non-Deriva                       | tive Sec  | curities                      | Acquired,  | Dispose  | d of, or Ben                         | eficially Own   | ed  |                                 |
| 1.Title of S<br>(Instr. 3)  | Security  |                    | Date<br>(Month/Day/Year)                     | any  | n Date,         | Oate, if Code<br>(Instr   |         | (A                               | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |                               | of (D) Owr<br>Tran   | ned Follow<br>saction(s  | ,                                    | ed C  | wnership of<br>orm: Be  | Nature<br>Indirect<br>eneficial |
|   |   |                    |  | (Month/Day/Y   |                 | Year)   |         | e V An                           | (A) or<br>Amount (D)  |                               | (Instr. 3 and  |  | .4)                                  |   | irect (D) Ov<br>Indirect (In<br>)<br>nstr. 4)                   | wnership<br>nstr. 4)            |
| 1. Title of   |   | 3. Transaction     | 3A. Deemed                                   | <i>e.g.</i> , puts.  | <b>calls, v</b> |   | r ts, c | form disired, Disposoptions, con | plays sed of, o vertible  | a curro<br>or Bene<br>e secur | ently valide<br>eficially Ownities) 7. Title and   | OMB covered  | 8. Price of                          | 9. Number of  | 10.   | 11. Nature                      |
| Derivative<br>Security<br>(Instr. 3)  | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | e (Month/Day/Year) | Execution Date, if<br>any<br>(Month/Day/Year | Code   |                 | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |         | Expiration I<br>(Month/Day       |   |                               | Amount of<br>Underlying<br>Securities<br>(Instr. 3 an  | g  | Derivative<br>Security<br>(Instr. 5) | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s<br>(Instr. 4) | Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect | (Instr. 4)                      |
|   |   |                    |  | Code   | V               | (A) (   |         | Date<br>Exercisable              | Expira<br>Date  | ition                         | Title  | Amount<br>or<br>Number<br>of<br>Shares   |                                      |   |   |                                 |
| Options<br>to<br>Purchase<br>Common   |   | 05/16/2008         |  | A  | 10              | ,000  |         | (1)                              | 05/16   | 5/2018                        | Common<br>Stock  | 10,000   | \$ 0                                 | 10,000  | D   |                                 |

# **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |
|---|---------------|-----------|---------|-------|--|--|
| Teporting 6 where realized  | Director      | 10% Owner | Officer | Other |  |  |
| BOLLENBACH STEPHEN F<br>C/O HILTON HOTELS CORPORATION<br>9336 CIVIC CENTER DRIVE<br>BEVERLY HILLS, CA 90210 | X             |           |         |       |  |  |

# **Signatures**

| /s/Christopher M. Kelly, as atorney-in-fact for Stephen F. Bollenbach pursuant to a Power of Attorney | 05/19/2008 |
|---|------------|
| **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) Grant to reporting person of options to purchase 10,000 shares of common stock under the Issuer's 1994 Stock Incentive Plan, as amended. The options become exercisable in 25% increments on May 16, 2009, May 16, 2010, May 16, 2011 and May 16, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.