

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

(Print or Type Responses)

1. Name and Address of Reporting Person WHITTINGTON MARNA C		2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)			
(Last) (First) (Middle) 2959 BARLEY MILL ROAD		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2008					
(Street) YORKLAND, DE 19736		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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)
Common Stock	06/30/2008		M	398 (1) A	\$ 0	25,524	D
Common Stock	06/30/2008		D	398 (2) D	\$ 19.42	25,126	D

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 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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock Units	(3)	06/30/2008		M		398 (1)		06/30/2008	06/30/2008	Common Stock	398	\$ 0	0	D	
Phantom Stock Units	(3)	06/30/2008		A		606		06/30/2011	06/30/2011	Common Stock	606	\$ 20.92 (4)	606	D	
Phantom Stock Units	(3)	06/30/2008		A		604		(5)	(5)	Common Stock	604	\$ 20.92 (4)	604	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WHITTINGTON MARNA C 2959 BARLEY MILL ROAD YORKLAND, DE 19736	X			

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Marna C. Whittington pursuant to a Power of Attorney	07/01/2008
**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) The amount of the phantom stock units previously reported was 199 shares, but was adjusted to reflect the 2-for-1 stock split that occurred with respect to the Issuer's common stock on June 9, 2006. The number reported reflects that 1-for-1 conversion of phantom stock units to shares of common stock of the Issuer.
- (2) In connection with this transaction, the reporting person acquired 16 stock credits resulting from a dividend reinvestment feature of the directors' compensation program. Those shares were settled in cash at the same \$19.42 per share price, or \$310.72.
- (3) 1-for-1 conversion.
- (4) The price noted is the average of the value of the stock units granted each month during the quarter for which this report is filed.
- (5) Units are to be received by the reporting person upon termination from the Board of Directors.

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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