

**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 3, 2008

MACY'S, 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
(State of Incorporation)

1-13536
(Commission File Number)

13-3324058
(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 5.02. **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) As of November 1, 2008, Macy's entered into amendments to its severance agreements with certain executive officers, which agreements were set to expire on November 1, 2008. The amendments extend the term of the severance agreements by one year, to November 1, 2009, and make no other changes to the severance agreements.

Among the executives signing amendments were Macy's Chairman, President and Chief Executive Officer, Terry Lundgren; Macy's Chief Financial Officer, Karen Hoguet; and the following Vice Chairs: Thomas Cole, Janet Grove and Susan Kronick.

This summary of the amendments is qualified in its entirety by reference to the Form of Amendment No. 3 to Severance Agreement, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Form of Amendment No. 3 to Severance Agreement.

MACY'S, 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.

MACY'S, INC.

Dated: November 3, 2008

By: /s/ Dennis J. Broderick

Name: Dennis J. Broderick

Title: Senior Vice President, General Counsel and Secretary

Index to Exhibits

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Number
10.1

Form of Amendment No. 3 to Severance Agreement.

AMENDMENT No. 3. to SEVERANCE AGREEMENT

This Amendment No. 3 to Severance Agreement, dated as of November 1, 2008 ("Amendment No. 3"), is made and entered by and between _____ (the "Executive") and MACY'S, INC., a Delaware corporation (the "Company").

RECITALS

- A. The Executive and the Company entered into a Severance Agreement dated as of ____, as amended by Amendment No. 1 dated as of November 1, 2006 and Amendment No. 2 dated as of November 1, 2007 (the "Severance Agreement") and
- B. The Executive and the Company desire to further amend the Severance Agreement.

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, 2008" with the date "November 1, 2009".
- 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 executed and delivered this Amendment No. 3 as of November 1, 2008.

MACY'S, INC.

Executive

Dennis J. Broderick
Senior Vice President, General Counsel and
Secretary