

## FORM 4

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

## OMB APPROVAL

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hours per response... 0.5

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

## 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 *<br>Hanson Amy            |   | 2. Issuer Name and Ticker or Trading Symbol<br>Macy's, Inc. [M]                  |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director<br>X Officer (give title below) _____ 10% Owner<br>____ Other (specify below)<br>Senior Vice President |  |   |  |
| (Last) (First) (Middle)<br>C/O MACY'S, INC., 7 WEST SEVENTH STREET |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/02/2009                   |                                   |  |  |   |  |
| (Street)<br>CINCINNATI, OH 45202                                   |   | 4. If Amendment, Date Original Filed (Month/Day/Year)                            |                                   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>X Form filed by One Reporting Person<br>____ 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<br>(Instr. 3)                                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)   | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
| Common Stock   | 02/02/2009                              |  | M                                 | 5,901 A  | (1) 5,901  | D   |  |
| Common Stock   | 02/02/2009                              |  | D                                 | 5,901 (2) D  | \$ 10.03 (3) 0   | D   |  |
| Common Stock   |   |  |                                   |  | 174 (4)  | 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<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|   |  |   |   | Code V (A) (D)                    |  | Date Exercisable Expiration Date                            | Title Amount or Number of Shares                                 |   |   |   |   |
| Phantom Stock Units                           | (1)  | 02/02/2009                              |   | M                                 | 5,901 (5)  | 02/02/2009 02/02/2009                                       | Common Stock 5,901   | (1)   | 0   | D   |   |

## Reporting Owners

|   |               |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
| Reporting Owner Name / Address  | Relationships |           |                       |       |
|   | Director      | 10% Owner | Officer               | Other |
| Hanson Amy<br>C/O MACY'S, INC.<br>7 WEST SEVENTH STREET<br>CINCINNATI, OH 45202 |               |           | Senior Vice President |       |

## Signatures

|   |            |
|---|------------|
| /s/Christopher M. Kelly, as attorney-in-fact for Amy Hanson pursuant to a Power of Attorney | 02/03/2009 |
| **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) Each phantom stock unit was the equivalent of one share of the Issuer's common stock.

- (2) In connection with this transaction, the reporting person acquired 388.03 stock credits resulting from a dividend reinvestment feature of the stock credit plan. Those shares were settled in cash at the same \$10.03 per share price, or \$3,891.94.
- (3) The price is based on the average closing price, as reported on the New York Stock Exchange, for the 20 business days preceding the payment date.
- (4) Reflects matching contributions under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of February 2, 2009 by \$8.59, the stock price of such date.
- (5) This number 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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