

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S-8

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8 REGISTRATION STATEMENT NO. 333-127941

UNDER THE SECURITIES ACT OF 1933

**MACY'S, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation  
or organization)

**13-3324058**

(I.R.S. Employer Identification No.)

**7 West Seventh Street  
Cincinnati, Ohio 45202**

(Address, including zip code, of  
Registrant's principal executive offices)

**MACY'S, INC. 1994 STOCK INCENTIVE PLAN  
(Full title of the Plan)**

**Dennis J. Broderick, Esq.**  
**Executive Vice President, General Counsel, and Secretary**  
**Macy's, Inc.**  
**7 West Seventh Street**  
**Cincinnati, Ohio 45202**  
**(513) 579-7000**

(Name, address and telephone number, including area code, of agent for service)

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 is filed in order to deregister certain securities issuable under the Macy's, Inc. 1994 Stock Incentive Plan (the "1994 Plan"), which were registered under a Registration Statement on Form S-8, File No. 333-127941 (the "Prior Registration Statement"), pertaining to the registration of 29,757,004 shares of Common Stock, par value \$0.01 per share, of the Registrant ("Common Stock"). The Prior Registration Statement was filed by the Registrant with the Securities and Exchange Commission (the "Commission") and became effective on August 30, 2005 (share numbers are adjusted to reflect a June 2006 stock split).

At the Annual Meeting of Shareholders of the Registrant held on May 15, 2009, the Registrant's shareholders approved the Macy's, Inc. 2009 Omnibus Incentive Compensation Plan (the "2009 Plan"), which provides, among other things, that shares of Common Stock subject to awards outstanding under the 1994 Plan and the Registrant's 1995 Executive Equity Incentive Plan (the "1995 Plan") that expire unexercised or are forfeited or settled for cash (in whole or in part), as applicable, after January 31, 2009 shall become available for issuance under the 2009 Plan. The outstanding awards under the 1994 Plan consist of (i) shares of restricted stock issued to participants that have not yet vested, (ii) restricted stock units granted to participants that have not yet vested and, accordingly, pursuant to which no shares have been issued, or (iii) stock options granted to participants that have not yet been exercised and, accordingly, pursuant to which



<u>                    </u> *	Director	July 14, 2009
<u>                    </u> Karl M. von der Heyden		
<u>                    </u> *	Director	July 14, 2009
<u>                    </u> Craig E. Weatherup		
<u>                    </u> *	Director	July 14, 2009
<u>                    </u> Marna C. Whittington		

\* The undersigned, by signing his name hereto, does sign and execute this Registration Statement pursuant to Powers of Attorney executed by the above-named persons and filed with the Securities and Exchange Commission.

Dated: July 14, 2009

By: /s/ Dennis J. Broderick  
*Dennis J. Broderick,*  
*Attorney-in-Fact*