

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8 REGISTRATION STATEMENT NO. 333-104205
FORM S-8 REGISTRATION STATEMENT NO. 333-115714
FORM S-8 REGISTRATION STATEMENT NO. 333-138317

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. 1995 EXECUTIVE EQUITY 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 ☒

Accelerated filer ☐

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

Smaller reporting company ☐

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statements on Form S-8 is filed in order to deregister certain securities issuable under the Macy's, Inc. 1995 Executive Equity Incentive Plan (the "1995 Plan"), which were registered under the following Registration Statements on Form S-8, filed by the Registrant with the Securities and Exchange Commission (the "Commission") and becoming effective on the following dates (collectively, the "Prior Registration Statements") (share numbers are adjusted, as applicable, to reflect a June 2006 stock split):

<u>Signature</u>	<u>Title</u>	<u>Date</u>
_____ * Terry L. Lundgren	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	July 14, 2009
_____ * Karen M. Hoguet	Chief Financial Officer (Principal Financial Officer)	July 14, 2009
_____ * Joel A. Belsky	Executive Vice President and Controller (Principal Accounting Officer)	July 14, 2009
_____ Stephen F. Bollenbach	Director	
_____ Deirdre Connelly	Director	
_____ *	Director	July 14, 2009

_____	Director	July 14, 2009
* _____		
Sara Levinson		
_____	Director	July 14, 2009
* _____		
Joseph Neubauer		
_____	Director	July 14, 2009
* _____		
Joseph A. Pichler		
_____	Director	
Joyce M. Roché		
_____	Director	July 14, 2009
* _____		
Karl M. von der Heyden		
_____	Director	July 14, 2009
* _____		
Craig E. Weatherup		
_____	Director	July 14, 2009
* _____		
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