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

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longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

### 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 *				2. Issuer Name and Ticker or Trading Symbol					5. R	5. Relationship of Reporting Person(s) to Issuer					
Clark David Wm			1	Macy's, I	nc. [M	]					(Check all applicable) Director 10% Owner				
(Last) (First) (Middle) C/O MACY'S, INC., 7 WEST SEVENTH STREET (Street)				3. Date of Earliest Transaction (Month/Day/Year) 03/20/2009 4. If Amendment, Date Original Filed(Month/Day/Year) 03/24/2009					X	X_Officer (give title below) Other (specify below)  Executive Vice President  6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person					
									_X_1						
CINCINNAT															
(City)		(State)	(Zip)			Ta	able I -	Non-Deri	vative Securitie	es Acquired,	Disposed of	of, or Benef	icially Owned		
(Instr. 3) Date		2. Transaction Date (Month/Day/Year	2A. Dee Execution any (Month/I	on Date,	if Coo (Ins	ransact de str. 8)	(A)	Securities Acqu ) or Disposed of str. 3, 4 and 5)	f (D) Own				Form:	Beneficial	
				(Monuty)	Day/16a		Code	V An	(A) or (D)	Price				Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Reminder: Repor	t on a separat	e line for each class	of securities benef	ficially own	ned direc	tly or i		Persons this form	are not requi	ired to resp	ond unle		n contained ir n displays a	n SEC	1474 (9-02
Reminder: Repor	t on a separat	e line for each class		- Derivati	ve Secu	rities A	Acquire	Persons this form currently	are not requivalid OMB co	ired to respontrol numbers	ond unle ber.			1 SEC	1474 (9-02)
Reminder: Report  1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction	Table II  3A. Deemed Execution Date, i	- Derivati (e.g., put 4. Transact Code	tve Secults, calls, 5.1 ion De Sec Ac or of (In	rities A warra Number rivative curities quired Dispose (D) str. 3, 4	Acquire nts, opt r of 6. E (M	Persons this form currently ed, Dispose otions, conv	are not requiverable of the control	ired to respontrol numbers	oond unleader.  d Amount	8. Price of	9. Number of Derivative Securities Beneficially Owned Following Reported	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature
Title of     Derivative     Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II  3A. Deemed Execution Date, i.	- Derivati (e.g., put 4. Transact Code	sve Secuts, calls, 5.1 De Secutor Action of (In and	rities A warra Number rivative curities quired Dispose (D)	Acquire nts, opi	Persons this form currently ed, Dispose tions, conv Date Exer Expiration I	eare not requiverable valid OMB control of the cont	ired to respontrol numbers of Underlyin Securities	oond unleader.  d Amount	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Clark David Wm C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Executive Vice President			

# **Signatures**

/s/ Linda J. Balicki, as attorney-in-fact for David Wm. Clark pursuant to a Power of Attorney	02/03/2010
**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) performance period, depending upon the achievement of certain relative total shareholder return performance ("TSR") objectives. If Macy's TSR for the performance period is equal to or less than the 50th percentile of TSR for a defined peer group for the period, then all units are forfeited. If Macy's TSR for the performance period is above the 50th percentile but equal to or below the 66th percentile TSR for the peer group, then 75% of the units will be earned. If Macy's TSR for the performance period is above the 66th percentile TSR for the peer group, then 100% of the units will be earned.

Each Performance Restricted Stock Unit ("unit") represents a contingent right to receive one share of Macy's common stock. The units will be earned on January 28, 2012, at the end of a 3 year

## Remarks:

This amended Form 4 is being filed to correct the number of Performance Restricted Stock units granted on March 20, 2009, which were previously reported incorrectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.	