| SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549  |                               |  |                                  | OMB Number 3235-0101<br>Expires: March 31, 2011<br>Estimated average burden<br>hours per response 2.0 |              |  |  |  |
|---|-------------------------------|--|----------------------------------|---|--------------|--|--|--|
| FORM 144<br>NOTICE OF PROPOSED SALE OF SECURITIES<br>PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933          |                               |  |                                  |   |              | SEC USE ONLY<br>DOCUMENT SEQUENCE<br>NO. |  |  |
| <b>ATTENTION:</b> <i>Transmit for filing 3 copies of</i><br><i>execute sale or executing a sale directly with a</i> |                               | placing an order wi                    | th a broker to                   |   | CUSIP NUMBER |  |  |  |
| 1 (a) NAME OF ISSUER (Please type or print)<br>Macy's, Inc.   |                               | (b) IRS IDENT.<br>NO.<br>13-3324058    | (c) S.E.C. FILE<br>NO.<br>794367 |   | WORK LOC     | ATION                                    |  |  |
| 1(d) ADDRESS OF ISSUER<br>STREET CITY   | STATE                         | E ZIP CODI                             | 3                                |   | (e) TELEPHO  | ONE NO.<br>NUMBER                        |  |  |
| 7 West Seventh Street Cincin  | nati Ohio                     | 45202                                  |                                  |   | CODE<br>513  | 579-7000                                 |  |  |
| 2 (a) NAME OF PERSON FOR WHOSE<br>ACCOUNT<br>THE SECURITIES ARE TO BE SOLD  | (b) RELATIONSHIP<br>TO ISSUER | CODE                                   | FREET                            | Cl  | ITY ST       | TATE ZIP                                 |  |  |
| Karl M. von der Heyden  | Director                      | c/o Macy's, Inc.<br>7 West Seventh Str | eet Cincinnati                   | Ol  | hio 4520     | 2  |  |  |

UNITED STATES

INSTRUCTION: The person filing this notice should contact the issuer to obtain the IRS. Identification Number and the S.E.C. File Number.

| 3 (a)        | (b)                                   | SEC USE       | (c)              | (d)              | (e)              | (f)              | (g)              |
|--------------|---------------------------------------|---------------|------------------|------------------|------------------|------------------|------------------|
|              |                                       | ONLY          |                  |                  |                  |                  |                  |
| Title of the |                                       |               | Number of        | Aggregate        | Number of Shares | Approximate      | Name of Each     |
| Class of     | Name and Address of Each Broker       |               | Shares           | Market           | or Other Units   | Date of Sale     | Securities       |
| Securities   | Through Whom the Securities are to be | Broker-Dealer | or Other Units   | Value            | Outstanding      | (See instr.3(f)) | Exchange         |
| To Be Sold   | Offered or Each Market Maker who is   | File Number   | To Be Sold       | (See instr.3(d)) | (See instr.3(e)) | (MO DAY YR)      | (See instr.3(g)) |
|              | Acquiring the Securities              |               | (See instr.3(c)) |                  |                  |                  |                  |
| Common       | BNY Mellon Securities, LLC            |               | 7,000            | \$140,210.00     | 421,012,196      | 03/04/10         | New York         |
| Stock        | 480 Washington Blvd.                  |               |                  |                  |                  |                  | Stock            |
|              | Jersey City, NJ 07310                 |               |                  | (as of           | (as of 11/27/09) |                  | Exchange         |
|              |                                       |               |                  | 03/04/10)        |                  |                  | 81               |
|              |                                       |               |                  |                  |                  |                  |                  |
|              |                                       |               |                  |                  |                  |                  |                  |
|              |                                       |               |                  |                  |                  |                  |                  |
|              |                                       |               |                  |                  |                  |                  |                  |
|              |                                       |               |                  |                  |                  |                  |                  |
|              |                                       |               |                  |                  |                  |                  |                  |
|              |                                       |               |                  |                  |                  |                  |                  |

#### **INSTRUCTIONS:**

- 1. (a) Name of issue
  - (b) Issuer's I.R.S. Identification Numbe(c) Issuer's S.E.C. file number, if any
  - (d)
  - Issuer's address, including zip code Issuer's telephone number, including area code (e)
- 2. (a) Name of person for whose account the securities are to be sold
   (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (c) Such person's address, including zip code

- 3. (a) Title of the class of securities to be sold

  - (a) Title of the class of securities to be sold
    (b) Name and address of each broker through whom the securities are intended to be sold
    (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
    (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
    (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
    (f) Approximate date on which the securities are to be sold
    (g) Name of each securities exchange, if any, on which the securities are intended to be sold

OMB APPROVAL

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 control number.

1147 (08-07)

SEC

# **TABLE I - SECURITIES TO BE SOLD**

Furnish the following information with respect to the acquisition of the securities to be sold with respect to the numerical or other consideration the anafan 1 .1

| Title of  | Date You   | Nature of Acquisition Transaction              | Name of Person from Whom Acquired        | Amount of              | Date of | Nature of Payment |  |
|---|------------|--|--|------------------------|---------|-------------------|--|
| the Class   | Acquired   |  | (If gift, also give date donor acquired) | Securities<br>Acquired | Payment |                   |  |
| Common  | 05/19/00   | Exercise of Stock Options                      | Macy's, Inc.                             | 7,000                  | (1)     | (1)               |  |
| Stock   |            | awarded pursuant to Issuer's 1995              |  |                        |         |                   |  |
|   |            | Executive Equity Incentive Plan.               |  |                        |         |                   |  |
| INSTRUCTIONS: If the securities were purchased and full payment therefore was not made in cash at the |            |  |  |                        |         |                   |  |
| time of purchase, explain in the table or in a note thereto the nature of the consideration           |            |  |  |                        |         |                   |  |
| given. If the consideration consisted of any note or other obligation, or if payment was              |            |  |  |                        |         |                   |  |
| made in installments describe the arrangement and state when the note or other                        |            |  |  |                        |         |                   |  |
|   | obligation | was discharged in full or the last installment | nt naid                                  |                        |         |                   |  |

### TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

|  | Date of | Amount of |    |
|--|---------|-----------|----|
|  | Date of | Amount of | I. |

| Name and Address of Seller | Title of Securities Sold | Sale | Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|------|-----------------|----------------|
|                            |                          |      |                 |                |
|                            |                          |      |                 |                |

#### **REMARKS:**

(1) Securities are to be acquired pursuant to an exercise of stock options awarded at an exercise price of \$19.9687 which price will be netted out of the proceeds received upon sale of all such stock.

(2) The filing of this Form 144 shall not be construed as an admission that the undersigned is an Affiliate of the Issuer.

#### **INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

## ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any materiel adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

03/04/10

DATE OF NOTICE

/s/Linda J. Balicki (2) Linda J. Balicki, as attorney-in-fact for Karl M. von der Heyden pursuant to a Power of Attorney

DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).

SEC 1147 (04-07)