

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person
WHITTINGTON MARNA C

(Last)(First)(Middle)

2959 BARLEY MILL ROAD

(Street)

YORKLYN, DE 19736

(City)(State)(Zip)

2. Issuer Name and Ticker or Trading Symbol
Macy's, Inc. [M]

3. Date of Earliest Transaction (Month/Day/Year)

05/14/2010

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

X

Director

10% Owner

Officer (give title below)

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X

Form filed by One Reporting Person

Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security
(Instr. 3)

2. Transaction Date
(Month/Day/Year)

2A. Deemed Execution Date, if any
(Month/Day/Year)

3. Transaction Code
(Instr. 8)

4. Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 3 and 4)

6. Ownership Form: Direct (D) or Indirect (I)
(Instr. 4)

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

Code

V

Amount

(A) or (D)

Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 3)

2. Conversion or Exercise Price of Derivative Security

3. Transaction Date
(Month/Day/Year)

3A. Deemed Execution Date, if any
(Month/Day/Year)

4. Transaction Code
(Instr. 8)

5. Number of Derivative Securities Acquired (A) or Disposed of (D)
(Instr. 3, 4, and 5)

6. Date Exercisable and Expiration Date
(Month/Day/Year)

7. Title and Amount of Underlying Securities
(Instr. 3 and 4)

8. Price of Derivative Security
(Instr. 5)

9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
(Instr. 4)

10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
(Instr. 4)

11. Nature of Indirect Beneficial Ownership
(Instr. 4)

Code

V

(A)

(D)

Date Exercisable

Expiration Date

Title

Amount or Number of Shares

Restricted Stock Units

(1)

05/14/2010

A

4,436

(2)

(2)

Common Stock

4,436

\$ 0

4,436

D

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

WHITTINGTON MARNA C
2959 BARLEY MILL ROAD
YORKLYN, DE 19736

X

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Marna C. Whittington pursuant to a Power of Attorney

Signature of Reporting Person

05/17/2010

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 restricted stock unit represents the equivalent of one share of the Issuer's common stock.

(2) The restricted stock units vest on the earlier of one year from the grant date or the date of the Issuer's next annual meeting of shareholders. The vested shares will be automatically deferred and delivered to the reporting person six months after the reporting person's service on the Issuer's Board of Directors ends.

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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