# FORM 4

(n

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

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

 

 obligations may continue. See Instruction
 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment I(b).

 Company Act of 1940

1. Name and Address of Reportin BRODERICK DENNIS J		2. Issuer Name and Aacy's, Inc. [M]	Ficker or Tra	ding	Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
C/O MACY'S, INC., 7 WE	· · · · · · · · · · · · · · · · · · ·		. Date of Earliest Tra 1/31/2011	nsaction (Mo	onth/E	Day/Year)		X_Officer (give title below) Other (specify below) EVP, Gen. Counsel & Secretary				
<sup>(Stree</sup> ) CINCINNATI, OH 45202		4. If Amendment, Date Original Filed(Month/Day/Year) 02/01/2011						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (Sta	e)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1. Title of Security     2. Transaction       (Instr. 3)     Date       (Month/Day/Yet)			Execution Date, if any			4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		Beneficial	
			(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	

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

Persons who respond to the collection of information contained in SEC 1474 (9-02) this form are not required to respond unless the form displays a currently valid OMB control number.

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

	(e.g., puts, cans, warrants, options, convertible securities)														
1. Title o	2.	3. Transaction	3A. Deemed	4.		5. Number of		6. Date Exercisable and		7. Title and Amount of		8. Price of	9. Number of	10.	11. Nature
Derivativ	e Conversion	Date	Execution Date, if	Transac	tion	Der	ivative	Expiration Date		Underlying Securities		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)		Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	)	Acq	Acquired (A) or		`	(		Beneficially	Derivative	Ownership	
	Derivative				·	Dis	posed of (D)			1			Owned	Security:	(Instr. 4)
	Security						tr. 3, 4, and						Following	Direct (D)	` ´ ´
	2					5)							Reported	or Indirect	
					l I	<i>,</i>							Transaction(s)	(I)	
								Date	Expiration	Tid.	Amount or		(Instr. 4)	(Instr. 4)	
				C . 1.	3.7			Exercisable	Date		Number of		× /	Ì,	
				Code	v	(A)	(D)				Shares				
Phanton	n														
Stock	(2)	01/31/2011		М			12 222 05	01/21/2011	01/31/2011	Common	13,232.95	(2)	0	D	
		01/51/2011		11/1			15,252.95	01/31/2011	01/31/2011	Stock	15,252.95	(2)	0	D	
Units (1	2														

## **Reporting Owners**

	Relationships									
Reporting Owner Name / Address	Director	10% Owner	Officer	Other						
BRODERICK DENNIS J C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			EVP, Gen. Counsel & Secretary							

### **Signatures**

/s/ Linda J. Balicki, as attorney-in-fact for Dennis J. Broderick pursuant to a Power of Attorney	02/01/2011
**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) This Amended Form 4 is being filed to reflect that the Phanton Stock Units were disposed.
- (2) Each phantom stock unit was the equivalent of one share of the Issuer's common stock.

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.