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

OMB APPF	ROVAL
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ours per response	e 0.5

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

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

e Responses	s)														
1. Name and Address of Reporting Person * Connelly Deirdre P			2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
XOSMITH		(Middle) EE FRANKLIN	3. Date of 05/20/20	Earlie 11	est Tran	sactio	on (Month/I	Day/Year)				ve title below)			v)
(Street)									6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting Person					ine)	
	(State)	(Zip)			Table	I - N	on-Derivat	ve Securi	ties Acqui	ired, Dis	posed	l of, or Bei	neficially Ov	vned	
1.Title of Security (Instr. 3)		Date) any		Date, if Cod		Code (A		A) or Disposed of (D)		Beneficially Owned I Reported Transaction		owing	Ownership of Form:	Beneficial
						Code	V Am			Ì		4)		or Indirect (I	Ownership Instr. 4)
							containe form dis	d in this plays a c	form are urrently Seneficiall	not req valid Of	uired VIB c	d to respo	ond unless		
Derivative Conversion Date		Transaction 3A. Deemed Execution Date onth/Day/Year)			5. Nur of Deriva Securi Acqui (A) or Dispos of (D) (Instr.	nber ative ties red			7. Title Amour Underl Securit	t of ying ies			Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (D or Indirect	Beneficial Ownership (Instr. 4)
			Code	V	(A)	(D)	Date Exercisable		Title	or Nun of	nber				
			A		4,191		(2)	(2)	Comn	non	91	\$ 0	4,191	D	
	A Address of Deirdre P XOSMITH 600 VINE ELPHIA, P. Conversion or Exercise Price of Derivative Security	A Address of Reporting Person Deirdre P (First) XOSMITHKLINE, THRE 600 VINE STREET (Street) ELPHIA, PA 19102 (State) Eccurity 2. Report on a separate line for early conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Yearly Security)	Address of Reporting Person Deirdre P O (First) (Middle) XOSMITHKLINE, THREE FRANKLIN 600 VINE STREET (Street) ELPHIA, PA 19102 O (State) (Zip) Eccurity 2. Transaction Date (Month/Day/Year) Report on a separate line for each class of securiti Table II - I Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) A Deemed Execution Date any (Month/Day/Year)	2. Issuer Macy's, I (Middle) (d Address of Reporting Person Deirdre P d Address of Reporting Person Macy's, Inc. [Code V Code Code V Co	Code V Code Code V Code V Code Code V Code Code	2. Issuer Name and Ticker or Trading Macy's, Inc. [M] 3. Date of Earliest Transaction (Month/E O5/20/2011 4. If Amendment, Date Original Filed (Month/Day/Year) ELPHIA, PA 19102 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 4. If Amendment, Date Original Filed (Month/Day/Year) 3. Transaction Date (Code (Instr. 8) (Instr. 8) Code V Amendment (Month/Day/Year) 4. If Amendment (Month/Day/Year) 3. Transaction Date (Code (Instr. 8) (Instr. 8) Code V Amendment (Month/Day/Year) 4. Securities Acquired, Dispose (A. 2. 2. 2. 3. Transaction Date (Month/Day/Year) Conversion Or Exercise (Month/Day/Year) Price of Derivative Securities Acquired (A) or Disposed of (Instr. 8) Code V (A) Or Disposed of (D) (Instr. 3, 4, and 5) Date Exercisable (Code V (A) (D)	2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M] 3. Date of Earliest Transaction (Month/Day/Year) 05/20/2011 3. Date of Earliest Transaction (Month/Day/Year) 05/20/2011 4. If Amendment, Date Original Filed(Month/Day/Year) 05/20/2011 5. Table I - Non-Derivative Securities Acquired, (A) or Disposed of CD core e.g., puts, calls, warrants, options, convertible security 05/20/2013 Table I - Derivative Securities Acquired, Disposed of CD core in the form of the content o	2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M]	2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M] 3. Date of Earliest Transaction (Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired (Instr. 3) (Month/Day/Year) (Month/Day/Year) Report on a separate line for each class of securities beneficially owned directly or indirectly. 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Donastina Coman Nama / Adduses	Relationships						
Reporting Owner Name / Address		10% Owner	Officer	Other			
Connelly Deirdre P							
C/O GLAXOSMITHKLINE	X						
THREE FRANKLIN PLAZA, 1600 VINE STREET							
PHILADELPHIA, PA 19102							

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Deirdre Connelly pursuant to a Power of Attorney	05/23/2011
**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) 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.

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.