

FORM 3**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION****Washington, D.C. 20549****OMB APPROVAL**OMB 3235-
Number: 0104
Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 * Kantor Jeffrey A | 2. Date of Event Requiring Statement (Month/Day/Year) 02/24/2012 | 3. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M] | |
| (Last) (First) (Middle) C/O MACY'S, INC., 7 WEST SEVENTH STREET | | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chairman of macys.com | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) CINCINNATI, OH 45202 | | 6. Individual or Joint/Group Filing(Check Applicable Line) ____ <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | |
| (City) (State) (Zip) | Table I - Non-Derivative Securities Beneficially Owned | | |

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 25,656 | D | |
| Common Stock | 6 | I | Prior to 2012 |
| Common Stock | 169 (1) | I | By 401(k) Plan |

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

SEC 1473 (7-02)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Option to Purchase Common Stock | (2) | 05/08/2012 | Common Stock | 11,168 | \$ 31.68 | D | |
| Option to Purchase Common Stock | (3) | 05/11/2015 | Common Stock | 39,086 | \$ 33.055 | D | |
| Option to Purchase Common Stock | (4) | 03/24/2016 | Common Stock | 10,808 | \$ 36.26 | D | |
| Option to Purchase Common Stock | (5) | 03/23/2017 | Common Stock | 9,611 | \$ 46.15 | D | |
| Option to Purchase Common Stock | (6) | 03/21/2018 | Common Stock | 20,382 | \$ 24.85 | D | |
| Option to Purchase Common Stock | (7) | 03/20/2019 | Common Stock | 38,647 | \$ 8.76 | D | |
| Option to Purchase | | | Common | | | | |

| | | | | | | | |
|---------------------------------|------|------------|--------------|----------|----------|---|--|
| Common Stock | (8) | 03/19/2020 | Stock | 11,212 | \$ 20.89 | D | |
| Option to Purchase Common Stock | (9) | 03/25/2021 | Common Stock | 28,089 | \$ 23.43 | D | |
| Phantom Stock Units | (10) | 02/14/2013 | Common Stock | 9,416.05 | \$ (11) | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kantor Jeffrey A C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | | | Chairman of macys.com | |

Signatures

| | | |
|---|--|------------|
| /s/ Linda J. Balicki, as attorney-in-fact for Jeffrey A. Kantor pursuant to a Power of Attorney | | 02/28/2012 |
| <small>**Signature of Reporting Person</small> | | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Reflects the reporting person's interest in Macy's stock under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of February 27, 2012 by \$37.37, the stock price of such date.
- (2) Options became/become exercisable as follows: 2,792 on May 8, 2003; 2,792 on May 8, 2004; 2,792 on May 8, 2005 and 2,792 on May 8, 2006.
- (3) Options became/become exercisable as follows: 9,772 on May 11, 2006; 9,771 on May 11, 2007; 9,772 on May 11, 2008 and 9,771 on May 11, 2009.
- (4) Options became/become exercisable as follows: 2,702 on March 24, 2007; 2,702 on March 24, 2008; 2,702 on March 24, 2009 and 2,702 on March 24, 2010.
- (5) Options became/become exercisable as follows: 2,403 on March 23, 2008; 2,403 on March 23, 2009; 2,403 on March 23, 2010 and 2,402 on March 23, 2011.
- (6) Options became/become exercisable as follows: 5,096 on March 21, 2009; 5,095 on March 21, 2010; 5,096 on March 21, 2011 and 5,095 on March 21, 2012.
- (7) Options became/become exercisable as follows: 9,662 on March 20, 2010; 9,662 on March 20, 2011; 9,662 on March 20, 2012 and 9,661 on March 20, 2013.
- (8) Options became/become exercisable as follows: 2,803 on March 19, 2011; 2,803 on March 19, 2012; 2,803 on March 19, 2013 and 2,803 on March 19, 2014.
- (9) Options became/become exercisable as follows: 7,023 on March 25, 2012; 7,022 on March 25, 2013; 7,022 on March 25, 2014 and 7,022 on March 25, 2015.
- (10) The value of the Phantom Stock Units will be payable in cash on February 14, 2013.
- (11) 1-for-1 conversion.

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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