

FORM 4

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Clark David Wm			2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Executive Vice President		
(Last) C/O MACY'S, INC.,	(First) 7	(Middle) WEST SEVENTH STREET	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2012					
(Street) CINCINNATI, OH 45202			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	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			
Common Stock	02/24/2012		M		44,213 (1)	A	\$ 36.99	44,213	D	
Common Stock	02/24/2012		F		18,439	D	\$ 36.99	25,774	D	
Common Stock	02/27/2012		S		400	D	\$ 36.76	25,374	D	
Common Stock	02/27/2012		S		5,099	D	\$ 36.77	20,275	D	
Common Stock	02/27/2012		S		2,901	D	\$ 36.78	17,374	D	
Common Stock	02/27/2012		S		500	D	\$ 36.79	16,874	D	
Common Stock	02/27/2012		S		300	D	\$ 36.80	16,574	D	
Common Stock	02/27/2012		S		792	D	\$ 36.81	15,782	D	
Common Stock	02/27/2012		S		608	D	\$ 36.82	15,174	D	
Common Stock	02/12/2012		S		700	D	\$ 36.83	14,474	D	
Common Stock	02/27/2012		S		974	D	\$ 36.84	13,500	D	
Common Stock	02/27/2012		S		300	D	\$ 36.85	13,200	D	
Common Stock	02/27/2012		S		1,800	D	\$ 36.86	11,400	D	
Common Stock	02/27/2012		S		3,100	D	\$ 36.87	8,300	D	
Common Stock	02/27/2012		S		2,376	D	\$ 36.88	5,924	D	
Common Stock	02/27/2012		S		1,224	D	\$ 36.89	4,700	D	
Common Stock	02/27/2012		S		1,600	D	\$ 36.90	3,100	D	
Common Stock	02/27/2012		S		900	D	\$ 36.91	2,200	D	
Common Stock	02/27/2012		S		600	D	\$ 36.92	1,600	D	
Common Stock	02/27/2012		S		800	D	\$ 36.93	800	D	
Common Stock	02/27/2012		S		800	D	\$ 36.95	0	D	
Common Stock								1,611 (2)	I	By 401(k) Plan

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 this form are not required to respond unless the form displays a currently valid OMB control number. 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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Restricted Stock Units	(3)	02/24/2012		M		42,808	02/24/2012	02/24/2012	Common Stock	42,808	(3)	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark David Wm C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Executive Vice President	

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for David Wm. Clark pursuant to a Power of Attorney		02/28/2012
 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) In addition to the shares converted as reported on Table II, the reporting person also acquired 1,405 shares of common stock for dividends accrued on those shares during the performance period for the Performance Restricted Stock units.
- (2) 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.
- (3) 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.

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.