

## FORM 4

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

## OMB APPROVAL

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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 *<br>LUNDGREN TERRY J      |   | 2. Issuer Name and Ticker or Trading Symbol<br>Macy's, Inc. [M]                  |                                   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Chairman, CEO and President |             |  |   |  |   |                |
| (Last) (First) (Middle)<br>C/O MACY'S, INC., 7 WEST SEVENTH STREET |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/24/2012                   |                                   |   |             |  |   |  |   |                |
| (Street)<br>CINCINNATI, OH 45202                                   |   | 4. If Amendment, Date Original Filed(Month/Day/Year)                             |                                   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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<br>(Instr. 3)                                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed Execution Date, if any<br>(Month/Day/Year)                            | 3. Transaction Code<br>(Instr. 8) | 4. Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4 and 5)  |             | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 4) | 7. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |   |                |
|  |   |  | Code                              | V   | Amount      | (A) or (D)   | Price   |  |   |                |
| Common Stock   | 02/24/2012                              |  | M                                 |   | 688,555 (1) | A  | \$ 36.99  | 749,543  | D |                |
| Common Stock   | 02/24/2012                              |  | F                                 |   | 349,924     | D  | \$ 36.99  | 399,619  | D |                |
| Common Stock   |   |  |                                   |   |             |  |   | 98,271   | I | By GRAT        |
| Common Stock   |   |  |                                   |   |             |  |   | 2,275 (2)  | I | By 401(k) Plan |

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

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

|   |  |   |   |                                   |  |   |     |  |                 |   |   |   |   |   |   |  |
|---|--|---|---|-----------------------------------|--|---|-----|--|-----------------|---|---|---|---|---|---|--|
| 1. Title of Derivative Security<br>(Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any<br>(Month/Day/Year) | 4. Transaction Code<br>(Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |                 | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)<br>(Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 4) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |   |   |  |
|   |  |   |   | Code                              | V  | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares  |   |   |   |   |  |
| Performance Restricted Stock Units            | (3)  | 02/24/2012                              |   | M                                 |  |   |     | 666,666  | 02/24/2012      | 02/24/2012                                    | Common Stock  | 666,666   | (3)   | 0 | D |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| LUNDGREN TERRY J<br>C/O MACY'S, INC.<br>7 WEST SEVENTH STREET<br>CINCINNATI, OH 45202 |               |           | Chairman, CEO and President |       |

## Signatures

|   |  |            |
|---|--|------------|
| /s/ Linda J. Balicki, as attorney-in-fact for Terry J. Lundgren 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 21,889 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.

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