## FORM 4

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

OMB APPR	OVAL
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hours 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

of Donorting Donor	<u>*</u>	2 Issuer	Name	and	Ticks	er or Tradir	a Symbol	5	Relations	hip of Repo	rting Person(s	) to Issuer	
me and Address of Reporting Person 2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner							
(First) REET, 31ST FL	0.00	3. Date of Earliest Transaction (Month/Day/Year) 06/30/2012									v)		
(Street)	4	4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)  _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(State)	(Zip)			Table	e I - N	Non-Deriv	ntive Securiti	es Acquire					
2. Transaction Date (Month/Day/Yea			ed Date,	e, if 3. Tran		Transaction de 4. Securities Acquired (A) or Disposed of		cquired 5. d of Be			lowing (	6. 7.1 Ownership of Form: Be Direct (D) Ov	eneficial wnership
					Code	e V A	· /					I) `	nstr. 4)
	3A. Deemed Execution Date, any	4. Transac Code	t. puts, calls, warrants, options, convertible  4. 5. Number 6. Date Exercisable and Expiration Date Derivative (Month/Day/Year)		ercisable ation Date				Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect	11. Nature of Indirec Beneficia Ownershi (Instr. 4)		
		Code	V	,		Date Exercisab		Title	Amount or Number of Shares				
06/30/2012		A		662		<u>(2)</u>	(2)	Common	662	\$ 36.87 (3)	662	D	
	PA 19107 (State)  separate line for ea  3. Transaction Date	(Street)  PA 19107  (State)  2. Transaction Date (Month/Day/Year)  separate line for each class of securities  Table II - D  (e. 3. Transaction Date (Month/Day/Year) any	(Street)  (Street)  (Street)  (A. If Amen PA 19107  (State)  (Zip)  2. Transaction Date Execution any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, of any (Month/Day/Year))  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)	(Street) 4. If Amendmen  PA 19107  (State) (Zip)  2. Transaction Date (Month/Day/Year) any (Month/Day/Year)  separate line for each class of securities beneficially of Execution Date (e.g., puts, calls, any (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year) 4. Transaction Code (Instr. 8)	(Street)  PA 19107  (State)  2. Transaction Date (Month/Day/Year)  separate line for each class of securities beneficially owned Execution Date (e.g., puts, calls, warr. (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warr. (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warr. (A) of Date (Instr. 8)  (Month/Day/Year)	(Street)  PA 19107  (State)  2. Transaction Date (Month/Day/Year)  Pable II - Derivative Securities Acquired (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  5. Number Orivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Street)  (Street)  (Street)  4. If Amendment, Date Original Filed  PA 19107  (State)  (Zip)  (Zip)  (Za. Deemed Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Code (Instr. 8)  (Instr. 8)	REET, 31ST FLOOR  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Date (Month/Day/Year)  4. Securities Acquired (Month/Day/Year)  4. Date Exercisable Expiration Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Date Exercisable Expiration Date (Month/Day/Year)  4. Date Exercisable Expiration Date (Month/Day/Year)	REET, 31ST FLOOR  (Street)  PA 19107  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired (Instr. 8)  (Instr. 3, 4 and 5)  Persons who respond to the contained in this form are nother form displays a currently  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year)  (Month/Day/Year)	REET, 31ST FLOOR  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V Amount (A) or Disposed of (D) (Instr. 3, 4 and 5)  Persons who respond to the collect contained in this form are not required the form displays a currently valid Contained in this form are not required (Execution Date, if any (Month/Day/Year))  3. Transaction Date (Execution Date, if Code (Month/Day/Year)  3. Transaction Date (Execution Date, if Code (Month/Day/Year) (Month/Day/Year)  4. Sound (A) or Disposed of (D) (Instr. 3, 4 and 5)  Persons who respond to the collect contained in this form are not required (Execution Date, if Code (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Execution Date, if Code (Month/Day/Year) (Month/Day/Year)  4. Sound (A) or Disposed of (D) (Instr. 3, 4 and 5)  Transaction Date (Execution Date, if Code (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  4. Sound (A) or Disposed of (D) (Instr. 3, 4 and 5)  7. Title and Amount of Underlying Securities (Instr. 3 and 4)  Amount of Underlying Securities (Instr. 3 and 4)	REET, 31ST FLOOR    3. Date of Earliest Transaction (Month/Day/Year)   Cofficer (give title below)   Cofficer (give the not period)   Cofficer (give the not perio	REET, 31ST FLOOR  (Street)  A. If Amendment, Date Original Filed(Month/Day/Year)  (A) or Date (Month/Day/Year)  (Month/Day/Year)  A. Deemed Execution Date, if Image of Execution Date of Execution Date, if Image of Execution Date, if Image of Execution Date of Exec	(Sirete) (Middle) (Middle) (A) (A) (A) (A) (B) (A) (A) (B) (B) (B) (B) (B) (B) (B) (B) (B) (B

Donostino Ossar va Norsa / Addussa	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
NEUBAUER JOSEPH 1101 MARKET STREET 31ST FLOOR PHILADELPHIA, PA 19107	X						

### **Signatures**

/s/ Linda J. Balicki, as attorney-in-fact for Joseph Neubauer pursuant to a Power of Attorney	07/02/2012
**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) 1-for-1 conversion.
- (2) Units are to be settled in Common Stock upon the reporting person's termination from the Board of Directors.
- (3) The price noted is the average of the value of the stock units granted each month during the quarter for which this report is filed.

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.

