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

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

# Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5 hours per response..

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 Ty	pe Response	.5)														
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) X Director 10% Owner					
C/O GLA	(Last) (First) (Middle) C/O GLAXOSMITHKLINE, THREE FRANKLIN PLAZA, 1600 VINE STREET				3. Date of Earliest Transaction (Month/Day/Year) 09/29/2012								ve title below)		ner (specify bel	ow)
(Street) PHILADELPHIA, PA 19102				4. If Amendment, Date Original Filed(Month/Day/Year)						_X_	6. Individual or Joint/Group Filing(Check Applicable Line)  X. Form filed by One Reporting Person  Form filed by More than One Reporting Person					
	(City) (State) (Zip)				Table I - Non-Derivative Securities Acqui							ired, Disposed of, or Beneficially Owned				
1.Title of S (Instr. 3)	· · · · · · · · · · · · · · · · · · ·			2A. Deemed Execution Dar r) any (Month/Day/Y			(Instr. 8	(A	4. Securities Acqui (A) or Disposed of (Instr. 3, 4 and 5)		of (D) Owned Follo Transaction(		f Securities Beneficially owing Reported s)		Ownership Form:	Beneficial
						(ear)	Code	e V A	(A) or Amount (D)		(Ins	(Instr. 3 and 4)			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common	Stock		09/29/2012				M	74	12 (1) A		\$ 0 5,5	62			D	
Reminder:	Report on a	separate line for each			•			Persons contain form dis	who resection which	s forr curre	n are not ently valid	t required d OMB c	n of inforr d to respo ontrol nui	nd unless		1474 (9-02)
1. Title of Derivative	2. Conversion	3. Transaction Date	Table II - I	Derivative e.g., puts, 4.	e Secu	uritie , wai 5. Nu	es Acqui	Persons contain form dis ired, Dispos options, con Date Exerc xpiration Da	s who rest ed in this splays a sed of, or evertible sections	Bene securi	m are not ently valid ficially Over ities) 7. Title an Amount or	t required d OMB conned	8. Price of Derivative	9. Number Derivative	of 10. Owners:	11. Natu
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1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - I  (a  3A. Deemed Execution Date, if any	Derivative e.g., puts, 4. Transact Code	e Secu calls tion (	uritie, war 5. Nu of Deriv Secur Acqu (A) o	es Acquirrants, our mber Exactive (Mitties ired rossed ) 3,	Persons contained form distred, Dispose potions, cor Date Exerc xpiration Date (Annth/Day/	s who resed in this splays a sed of, or evertible size and are year)	Bene securid	m are not ently validities) 7. Title an Amount o Underlyin, Securities (Instr. 3 an	t required d OMB cowned  d f f g md 4)  Amount or	8. Price of Derivative Security	9. Number Derivative Securities Beneficially Owned Following Reported	of 10. Owners: Form of Derivati Security Direct (l or Indire	11. Naturof Indire Benefici Ownersl (Instr. 4)
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### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Connelly Deirdre P						
C/O GLAXOSMITHKLINE	X					
THREE FRANKLIN PLAZA, 1600 VINE STREET	Λ					
PHILADELPHIA, PA 19102						

## **Signatures**

/s/ Linda J. Balicki, as attorney-in-fact for Deirdre Connelly pursuant to a Power of Attorney	10/02/2012
**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) In addition to the shares converted as reported on Table II, the reporting person also acquired 29 shares of common stock paid as dividends on those converted shares resulting from a dividend reinvestment feature of the director's compensation program.
- (2) 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.

