

# 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 Gennette Jeffrey		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) _____ Chief Merchandising Officer			
(Last) (First) (Middle) C/O MACY'S, INC., 7 WEST SEVENTH STREET		3. Date of Earliest Transaction (Month/Day/Year) 11/19/2012		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			
(Street) CINCINNATI, OH 45202		4. If Amendment, Date Original Filed (Month/Day/Year)					
(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)
Common Stock	11/19/2012		M	1,875 A	\$ 14.285	26,975	D
Common Stock	11/19/2012		S	1,875 D	\$ 40.7669	25,100	D
Common Stock	11/19/2012		M	2,500 A	\$ 25.005	27,600	D
Common Stock	11/19/2012		S	2,500 D	\$ 40.7512	25,100	D
Common Stock	11/19/2012		M	10,000 A	\$ 24.85	35,100	D
Common Stock	11/19/2012		S	10,000 D	\$ 40.7343	25,100	D
Common Stock	11/19/2012		M	10,000 A	\$ 20.89	35,100	D
Common Stock	11/19/2012		S	10,000 D	\$ 40.6754	25,100	D
Common Stock					559 (U)		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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SEC 1474 (9-02)

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

(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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$ 14.285	11/19/2012		M			1,875	03/28/2007	03/28/2013	Common Stock	1,875	\$ 0	0	D	
Option to Purchase Common Stock	\$ 25.005	11/19/2012		M			2,500	03/26/2007	03/26/2014	Common Stock	2,500	\$ 0	0	D	
Option to Purchase Common Stock	\$ 24.85	11/19/2012		M			10,000	03/21/2009	03/21/2018	Common Stock	10,000	\$ 0	57,515	D	

Option to Purchase Common Stock	\$ 20.89	11/19/2012		M			10,000	03/19/2011	03/19/2020	Common Stock	10,000	\$ 0	27,140	D	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gennette Jeffrey C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Chief Merchandising Officer	

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Jeffrey Gennette pursuant to a Power of Attorney		11/19/2012
<small>**Signature of Reporting Person</small>		<small>Date</small>

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) 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 November 16, 2012 by \$40.18, the stock price of such date.

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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