

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

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

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

(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) _____ Executive Vice President | | | |
| (Last) (First) (Middle) C/O MACY'S, INC., 7 WEST SEVENTH STREET | | 3. Date of Earliest Transaction (Month/Day/Year) 07/10/2013 | | 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 | 07/10/2013 | | M | 18,000 A | \$ 30.535 25,125 | D | |
| Common Stock | 07/10/2013 | | S | 18,000 D | \$ 49.8264 7,125 | D | |
| Common Stock | 07/10/2013 | | M | 18,014 A | \$ 36.26 25,139 | D | |
| Common Stock | 07/10/2013 | | S | 18,014 D | \$ 49.8265 7,125 | D | |
| Common Stock | 07/10/2013 | | M | 19,000 A | \$ 24.85 26,125 | D | |
| Common Stock | 07/10/2013 | | S | 19,000 D | \$ 49.8258 7,125 | D | |
| Common Stock | | | | | 1,653 (1) | 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)

| (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 | \$ 30.535 | 07/10/2013 | | M | | | 18,000 | 03/25/2006 | 03/25/2015 | Common Stock | 18,000 | \$ 0 | 0 | D | | | | | |
| Option to Purchase Common Stock | \$ 36.26 | 07/10/2013 | | M | | | 18,014 | 03/24/2007 | 03/24/2016 | Common Stock | 18,014 | \$ 0 | 0 | D | | | | | |
| Option to Purchase Common Stock | \$ 24.85 | 07/10/2013 | | M | | | 19,000 | 03/21/2009 | 03/21/2018 | Common Stock | 19,000 | \$ 0 | 19,216 | D | | | | | |

Reporting Owners

Relationships

| Reporting Owner Name / Address | 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 | | 07/10/2013 |
| <div><div></div><div>Signature of Reporting Person</div></div> | | 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)

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 July 9, 2013 by \$50.37, 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.

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.

POWER OF ATTORNEY

The undersigned, a director and/or officer of Macy's, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Dennis J. Broderick, Linda J. Balicki, Ann Munson Steines and Christopher M. Kelly, or any of them, my true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution (individually, a "Designee," and collectively, the "Designees"), to (i) execute and file on the undersigned's behalf all Forms ID, 3, 4, 5 and 144 (including any amendments thereto) with the Securities and Exchange Commission (the "Commission") relating to the undersigned's ownership of or transactions in securities of the Company as such filings are required pursuant to Section 16(a) of the Securities and Exchange Act of 1934 and Rule 144 of the Securities Act of 1933, and (ii) to execute on the undersigned's behalf any seller's representation letter that may be required to be submitted to the broker handling any sale of the Company's securities for the benefit of the undersigned. The authority of each such Designee (or substitute or resubstitute) under this Power of Attorney shall continue until the undersigned is no longer required to file Forms 3, 4, 5 and 144 with regard to the undersigned's ownership of or transactions in any such securities unless earlier revoked in a writing filed with the Commission. The undersigned acknowledges that neither the Company nor any of the Designees shall be responsible for any of the information furnished to the Company or any of the Designees by the undersigned for inclusions in any such filings or representation letters or as to the timing of any such filings (except in the case of the Company only and then only to the extent provided in the written procedures of the Company from time to time in effect specifically relating to such filings), or with respect to the requirements of Section 16(b) of the Securities Exchange Act of 1934 or Rule 144 of the Securities Act of 1933.

/s/ David W. Clark
David W. Clark

Dated: May 24, 2013