

## FORM 4

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

## OMB APPROVAL

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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 *<br>Reardon Martine M     |   |   | 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<br>____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br>Chief Marketing Officer |  |                |  |
| (Last) (First) (Middle)<br>C/O MACY'S, INC., 7 WEST SEVENTH STREET |   |   | 3. Date of Earliest Transaction (Month/Day/Year)<br>02/28/2014                   |  |  |  |  |                |  |
| (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>____ 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) |                |  |
| Common Stock   | 02/28/2014                              |   | M  | 6,000  | A  | \$ 30.535  | 9,330  | D              |  |
| Common Stock   | 02/28/2014                              |   | S  | 6,000  | D  | \$ 58.0098   | 3,330  | D              |  |
| Common Stock   | 02/28/2014                              |   | M  | 6,000  | A  | \$ 36.26   | 9,330  | D              |  |
| Common Stock   | 02/28/2014                              |   | S  | 6,000  | D  | \$ 58.0093   | 3,330  | D              |  |
| Common Stock   |   |   |  |  |  |  | 2,671 (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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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                                |   |   |
| Option to Purchase Common Stock               | \$ 30.535  | 02/28/2014                              |   | M                                 |  | 6,000   | 03/25/2006   | 03/25/2015                                    | Common Stock  | 6,000   | \$ 0  | 0 | D |
| Option to Purchase Common Stock               | \$ 36.26   | 02/28/2014                              |   | M                                 |  | 6,000   | 03/24/2007   | 03/24/2016                                    | Common Stock  | 6,000   | \$ 0  | 0 | D |

## Reporting Owners

|  |               |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
| Reporting Owner Name / Address   | Relationships |           |                         |       |
|  | Director      | 10% Owner | Officer                 | Other |
| Reardon Martine M<br>C/O MACY'S, INC.<br>7 WEST SEVENTH STREET<br>CINCINNATI, OH 45202 |               |           | Chief Marketing Officer |       |

## Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Martine M. Reardon pursuant to a Power of Attorney

 Signature of Reporting Person

02/28/2014

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 February 27, 2014 by \$57.86, 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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