

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 Hanson Amy | | | 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) 02/28/2014 | | | 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) |
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 02/28/2014 | | A | | 30,037 (1) | A | \$ 0 | 56,072 | D |
| Common Stock | 03/03/2014 | | S | | 30,037 | D | \$ 57.0049 | 26,035 | D |
| Common Stock | 03/03/2014 | | M | | 9,000 | A | \$ 30.535 | 35,035 | D |
| Common Stock | 03/03/2014 | | S | | 9,000 | D | \$ 56.9713 | 26,035 | D |
| Common Stock | 03/03/2014 | | M | | 20,000 | A | \$ 33.25 | 46,035 | D |
| Common Stock | 03/03/2014 | | S | | 20,000 | D | \$ 56.9134 | 26,035 | D |
| Common Stock | 03/03/2014 | | M | | 10,808 | A | \$ 36.26 | 36,843 | D |
| Common Stock | 03/03/2014 | | S | | 10,808 | D | \$ 56.952 | 26,035 | D |
| Common Stock | | | | | | | | 183 (2) | 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) |
| | | | | | | | | | | | | | | | |
| Option to Purchase Common Stock | \$ 30.535 | 03/03/2014 | | M | | | 9,000 | 03/25/2006 | 03/25/2015 | Common Stock | 9,000 | \$ 0 | 0 | D | |
| Option to Purchase Common Stock | \$ 33.25 | 03/03/2014 | | M | | | 20,000 | 07/24/2007 | 07/24/2016 | Common Stock | 20,000 | \$ 0 | 0 | D | |
| Option to Purchase Common Stock | \$ 36.26 | 03/03/2014 | | M | | | 10,808 | 03/24/2007 | 03/24/2016 | Common Stock | 10,808 | \$ 0 | 0 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hanson Amy 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 Amy Hanson pursuant to a Power of Attorney | | 03/04/2014 |
|  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) Settlement of performance-based restricted stock units following a 3-year (2011-2013) performance period. Number includes 1,516 dividend shares accrued during the performance period.
- (2) 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 March 3, 2014 by \$57.62, 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.