FORM 4

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

| OMB APPRO | VAL | | | | |
|--------------------------|-----------|--|--|--|--|
| OMB Number: | 3235-0287 | | | | |
| Estimated average burden | | | | | |
| nours per response. | 0.5 | | | | |

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 Typ | e Responses |) | | | | | | | | | | | | | |
|--|---|--------------------------|------------------------------|--|------|------------------|--|--|--|--|--|--------------------------------------|--|--|-----------------------|
| 1. Name and Address of Reporting Person * FELDBERG MEYER | | | | 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 | | | | |
| 145 CENT | | K WEST, APT | | | | | | on (Month/ | Day/Year) | | | give title below) | | r (specify below |) |
| (Street) NEW YORK, NY 10023 | | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | ar) | 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 | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1.Title of Se (Instr. 3) | ecurity | 1 | | 2A. Deeme Execution any (Month/Da | Date | , if Coc (Ins | | (A (In | Securities) or Disposistr. 3, 4 and (A) | sed of (D) d 5) or | 5. Amount of Beneficially Reported Tr (Instr. 3 and | Owned Fol ansaction(s) | lowing O Fe D on (I | wnership of Borm: Boriect (D) O' Indirect (Indirect (Ind | eneficial wnership |
| | | | Table II - I | Derivative S | | | | form dis | splays a o | currently Beneficial | valid OMB | | ond unless t ımber. | he | |
| | 2. Conversion or Exercise Price of Derivative Security | Date (Month/Day/Year) | 3A. Deemed Execution Date | 4. Transaction Code (Instr. 8) | | 5. Number | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Amour Underl Securit | nt of lying | Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | Ownership Form of Derivative Security: Direct (D) or Indirect | |
| | | | | Code | V | (A) | (D) | Date Exercisable | Expirati Date | on Title | Amoun or Numbe of Shares | | | | |
| Restricted Stock Units | <u>(1)</u> | 05/16/2014 | | A | | 2,411 | | <u>(2)</u> | (2) | Comm | 17411 | \$ 0 | 2,411 | D | |

Reporting Owners

| . O. N. /411 | Relationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| FELDBERG MEYER 145 CENTRAL PARK WEST APT. 2B NEW YORK, NY 10023 | X | | | | | |

Signatures

| /s/ Linda J. Balicki, as attorney-in-fact for Meyer Feldberg pursuant to a Power of Attorney | 05/20/2014 |
|--|------------|
| **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) Each restricted stock unit represents the equivalent of one share of the Issuer's common stock.
- (2) The restricted stock units vest on the earlier of one year from the grant date or the date of the Issuer's next annual meeting of shareholders. The vested shares will be automatically deferred and delivered to the reporting person six months after the reporting person's service on the Issuer's Board of Directors ends.

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.