

FORM 4

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

OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

(Print or Type Responses)

1. Name and Address of Reporting Person

ROCHE JOYCE M

(Last)(First)(Middle)

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

Officer (give title below)

10% Owner

Other (specify below)

2 FLOWING WELLS LANE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

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)

SAVANNAH, GA 31411

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)

Code

V

4. Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

Amount

(A) or (D)

Price

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)

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)

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)

Code

V

5. Number of Derivative Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4, and 5)

(A)

(D)

6. Date Exercisable and Expiration Date

(Month/Day/Year)

Date Exercisable

Expiration Date

7. Title and Amount of Underlying Securities

(Instr. 3 and 4)

Title

Amount or Number of Shares

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)

Restricted Stock Units

(1)

05/20/2016

A

4,474

(2)

(2)

Common Stock

4,474

\$ 0

4,474

D

Reporting Owners

Reporting Owner Name / Address

ROCHE JOYCE M

2 FLOWING WELLS LANE

SAVANNAH, GA 31411

Relationships

Director

10% Owner

Officer

Other

X

Signatures

/s/ Mary E. Talbott, as attorney-in-fact for Joyce Roche pursuant to a Power of Attorney

Signature of Reporting Person

05/24/2016

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.

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, Ann Munson Steines, Christopher M. Kelly and Mary E. Talbott, 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 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/ Joyce M. Roché
Joyce M. Roché

Dated: May 20, 2016