

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response...	0.5

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 Type Responses)

1. Name and Address of Reporting Person Williams Felicia	2. Date of Event Requiring Statement (Month/Day/Year) 06/01/2016	3. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M]
(Last) (First) (Middle) C/O MACY'S, INC., 7 WEST SEVENTH STREET		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Controller/Enterprise Risk
(Street) CINCINNATI, OH 45202		5. If Amendment, Date Original Filed (Month/Day/Year)
(City) (State) (Zip)	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	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Option to Purchase Common Stock	(1)	03/23/2017	Common Stock	12,000	\$ 46.15	D	
Option to Purchase Common Stock	(2)	03/21/2018	Common Stock	10,000	\$ 24.85	D	
Option to Purchase Common Stock	(3)	03/19/2020	Common Stock	7,500	\$ 20.89	D	
Option to Purchase Common Stock	(4)	03/19/2020	Common Stock	10,000	\$ 20.89	D	
Option to Purchase Common Stock	(5)	03/25/2021	Common Stock	10,000	\$ 23.43	D	
Option to Purchase Common Stock	(6)	03/23/2022	Common Stock	10,000	\$ 39.84	D	
Option to Purchase Common Stock	(7)	03/19/2023	Common Stock	10,000	\$ 41.67	D	
Option to Purchase Common Stock	(8)	03/28/2024	Common Stock	10,000	\$ 58.92	D	

Option to Purchase Common Stock	(9)	03/27/2025	Common Stock	10,000	\$ 63.65	D	
Option to Purchase Common Stock	(10)	03/23/2026	Common Stock	10,551	\$ 43.42	D	
Restricted Stock Units	(11)	(11)	Common Stock	1,697	\$ (12)	D	
Restricted Stock Units	(13)	(13)	Common Stock	785	\$ (12)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Williams Felicia C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			EVP, Controller/Enterprise Risk	

Signatures

/s/ Mary E. Talbott, as attorney-in-fact for Felicia Williams pursuant to a Power of Attorney		06/03/2016
<small>**Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Options became exercisable as follows: 3,000 on March 23, 2008; 3,000 on March 23, 2009; 3,000 on March 23, 2010 and 3,000 on March 23, 2011.
- (2) Options became exercisable as follows: 2,500 on March 21, 2009; 2,500 on March 21, 2010; 2,500 on March 21, 2011 and 2,500 on March 21, 2012.
- (3) Options became exercisable as follows: 1,875 on March 19, 2011; 1,875 on March 19, 2012; 1,875 on March 19, 2013 and 1,875 on March 19, 2014.
- (4) Options became exercisable as follows: 2,500 on March 19, 2011; 2,500 on March 19, 2012; 2,500 on March 19, 2013 and 2,500 on March 19, 2014.
- (5) Options became exercisable as follows: 2,500 on March 25, 2012; 2,500 on March 25, 2013; 2,500 on March 25, 2014 and 2,500 on March 25, 2015.
- (6) Options became exercisable as follows: 2,500 on March 23, 2013; 2,500 on March 23, 2014; 2,500 on March 23, 2015 and 2,500 on March 23, 2016.
- (7) Options became/become exercisable as follows: 2,500 on March 19, 2014; 2,500 on March 19, 2015; 2,500 on March 19, 2016 and 2,500 on March 19, 2017.
- (8) Options became/become exercisable as follows: 2,500 on March 28, 2015; 2,500 on March 28, 2016; 2,500 on March 28, 2017 and 2,500 on March 28, 2018.
- (9) Options became/become exercisable as follows: 2,500 on March 27, 2016; 2,500 on March 27, 2017; 2,500 on March 27, 2018 and 2,500 on March 27, 2019.
- (10) Options become exercisable as follows: 2,638 on March 23, 2017; 2,638 on March 23, 2018; 2,638 on March 23, 2019 and 2,637 on March 23, 2020.
- (11) The restricted stock units were awarded on March 28, 2014 and become exercisable on March 28, 2017.
- (12) Each restricted stock unit represents a contingent right to receive one share of Macy's common stock.
- (13) The restricted stock units were awarded on March 27, 2015 and become exercisable on March 27, 2018.

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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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 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/ Felicia Williams
Felicia Williams

Dated: May 13, 2016