

(Print or Type Responses)

Ongman Patti H

Person \*

(Last)

1. Name and Address of Reporting

# UNITED STATES SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

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

5. If Amendment, Date Original

### INITIAL STATEMENT OF 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

Statement

(Middle)

03/24/2017

(Month/Day/Year)

2. Date of Event Requiring | 3. Issuer Name and Ticker or Trading Symbol

Macy's, Inc. [M]

4. Relationship of Reporting

C/O MACY'S, INC., 7 WEST SEVENTH STREET			Per	Person(s) to Issuer (Check all applicable)				Filed(Month	Filed(Month/Day/Year)	
(Street)  CINCINNATI, OH 45202			title	Director 10% Owner				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) (2	Zip)	Table I - Non-Derivative Securities Beneficially Owned								
1.Title of Security (Instr. 4)			2. Amount of Securities Beneficially Owned (Instr. 4)		Form (D) o Indir	wnership orm: Direct (Instr. 5)			ect Beneficial	
Common Stock			1,557			D				
Common Stock			1,143 (1)			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.    Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)	2. Date Exerc Expiration Da (Month/Day/Year)	ite	3. Title and Amount Securities Underlying Derivative Security (Instr. 4)		Conversion or Exercise Price of		Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)		
	Date Exercisable	Expiration Date	Title	Amount of Number of Shares	-	Security		Security: Direct (D) or Indirect (I) (Instr. 5)		
Options to Purchase Common Stock	03/19/2014	03/19/2020	Common Stock	1,875		\$ 20.89	)	D		
Options to Purchase Common Stock	03/25/2015	03/25/2021	Common Stock	625		\$ 23.43		D		
Options to Purchase Common Stock	<u>(2)</u>	03/23/2022	Common Stock	7,500		\$ 39.84		D		
Options to Purchase Common Stock	(3)	03/19/2023	Common Stock	3,750		\$ 41.67	,	D		
Options to Purchase Common Stock	<u>(4)</u>	03/28/2024	Common Stock	7,500		\$ 58.92	!	D		
Options to Purchase Common Stock	<u>(5)</u>	03/27/2025	Common Stock	23,099		\$ 63.65		D		
Options to Purchase Common Stock	<u>(6)</u>	03/23/2026	Common Stock	38,961		\$ 43.42	2	D		
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Options to Purchase	<u>(7)</u>	03/24/2027	Common Stock	73,282	\$ 28.17	D	
Restricted Stock Units	<u>(8)</u>	(0)	Common Stock	4,243	\$ <u>(9)</u>	D	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Ongman Patti H C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Chief Merchandise Planning Ofc				

## **Signatures**

/s/ Ann Munson Steins, as attorney-in-fact for Patti H. Ongman pursuant to a Power of Attorney	03/29/2017
**Signature of Reporting Person	Date

# **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).
- 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 24, 2017 by \$28.17, the stock price of such date.

  Options became exercisable as follows: 1,875 on March 23, 2013; 1,875 on March 23, 2014; 1,875 on March 23, 2015 and 1,875 on
- (2) March 23, 2016.
- (3) Options became exercisable as follows: 1,875 on March 19, 2016 and 1,875 on March 19, 2017.
- (4) Options became exercisable as follows: 1,875 on March 28, 2015; 1,875 on March 28, 2016; 1,875 on March 28, 2017 and 1,875 on March 28, 2018.
- (5) Options became exercisable as follows: 5,775 on March 27, 2016; 5,775 on March 27, 2017; 5,775 on March 27, 2018 and 5,774 on March 27, 2019.
- (6) Options became exercisable as follows: 9,741 on March 23, 2017; 9,740 on March 23, 2018; 9,740 on March 23, 2019 and 9,740 on March 23, 2020.
- (7) Options became exercisable as follows: 18,321 on March 24, 2018; 18,321 on March 24, 2019; 18,320 on March 24, 2020 and 18,320 on March 24, 2021.
- (8) The restricted stock units vest on March 28, 2017.
- (9) Each restricted stock unit represents a contingent right to receive one share of Macy's common stock.

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 Elisa D. Garcia, Ann Munson Steines and Christopher M. Kelly, 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/ Patti Ongman
Patti Ongman

Dated: March 28, 2017