FORM 4	
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Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

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

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## 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 Type Responses)										
1. Name and Address of Reporting Perso Lenehan William H	2. Issuer Name <b>ar</b> Macy's, Inc. [M]		r Trac	ling Sym	bol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
591 REDWOOD HIGHWAY, SUI								Other (specify be	low)	
(Street) MILL VALLEY, CA 94941	4. If Amendment, I	Date Origina	al File	ed(Month/E	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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
(Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	(Instr. 8)		4. Securi (A) or D (D) (Instr. 3, Amount	4 and 5)	of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5. Nu	mber	6. Date Exer	rcisable	7. Title and		8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transact	ion	of		and Expirati	ion Date	Amount of		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		Deriv	ative	(Month/Day	/Year)	Underlying		Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	)	Secur	ities			Securities		(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Acqui	ired			(Instr. 3 and	d 4)				(Instr. 4)
	Security					(A) 01							0	Direct (D)	
						Dispo							1	or Indirect	
						of (D)							Transaction(s)	· /	
						(Instr.							(Instr. 4)	(Instr. 4)	
						4, and	13)								
											Amount				
								Date	Expiration	<b>T</b> . 1	or				
								Exercisable	Date		Number				
				Code	v	(A)	(D)				of Shares				
	1			Code	v	(A)	(D)				Shares				
Phantom										Common		\$ 25.202			
Stock	<u>(1)</u>	06/30/2017		Α		860		<u>(2)</u>	<u>(2)</u>	Stock	860	( <u>3</u> )	860	D	
Units										SIOCK		131			

## **Reporting Owners**

Denersting Ormen Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Lenehan William H 591 REDWOOD HIGHWAY SUITE 1150 MILL VALLEY, CA 94941	х							

## Signatures

/s/ Ann Munson Steines, as attorney-in-fact for William H. Lenehan pursuant to a Power of Attorney 07/05/2017

----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) 1-for-1 conversion.

(2) Units are to be settled in Common Stock upon the Reporting Person's termination from the Board of Directors.

(3) The price noted is the average of the value of the stock units granted each month during the quarter for which this report is filed.

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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