## FORM 4

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

OMB APPROVAL
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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).

#### 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 Ty	pe Response	s)														
1. Name and Address of Reporting Person *- Williams Felicia					2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) C/O MACY'S, INC., 151 WEST 34TH STREET					3. Date of Earliest Transaction (Month/Day/Year) 02/28/2020						X Officer (give title below) Other (specify below)  EVP,Controller/Enterprise Risk					
(Street) NEW YORK, NY 10001				4. If	4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form fil	6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State) (Zip)					Table I - Non-Derivative Securities Acqui						uired, Disp	ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any	tion Date, if	Code (Instr	Code (Instr. 8)		ion 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership o Form:	Beneficial	
				(Month/Day/Year)	Co	de	V	Amount	(A) or (D)	Price	Ì	and 4)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common	Stock		02/28/2020			A			7,812 (1)	A	\$ 0	7,812			D	
Common	Stock		02/28/2020			F	?		416 <sup>(2)</sup>	D	\$ 13.2	3 7,396			D	
Common	Stock		03/02/2020			S	;		6,556	D	\$ 12.723	840			D	
Reminder: 1	Report on a s	separate line	e for each class of sec					Per cor the	rsons wh ntained i	no res n this splay	form a	o the collected the transfer of the collected the collecte	ired to res	spond unle	ss	1474 (9-02)
Derivative Conversion Date			saction 3A. Deemed Execution Day/Year) any		Derivative Securities Acquire (e.g., puts, calls, warrants, op 4.  Transaction Code of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Expiration  Date Expiration Date (Month/Day/Year)  Date Expiration Date (I 4)				itle and ount of erlying urities tr. 3 and   8. Price of Derivative Security (Instr. 5)  Amount or			Ownersh (Instr. 4)		
					Code V	(A)	(D)	Ex	ercisable	Date	11	of Shares				

### **Reporting Owners**

D ( O N /	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Williams Felicia C/O MACY'S, INC. 151 WEST 34TH STREET NEW YORK, NY 10001			EVP,Controller/Enterprise Risk					

#### **Signatures**

	n.
**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) Settlement of performance restricted stock units granted in March 2017 following a 3-year (fiscal 2017-2019) performance period. Number includes 1,256 dividend shares accrued during the performance period.
- (2) Withholding by Macy's, Inc. of 416 shares of common stock to satisfy reporting person's tax withholding obligations in connection with the vesting of accrued dividends on performance restricted stock units and delivery of common stock on February 28, 2020.

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.