

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per response... 0.5

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 Person

BRYANT JOHN A

(Last)(First)(Middle)

3018 OAKLAND DRIVE, SUITE A3

(Street)

KALAMAZOO, MI 49008

(City)(State)(Zip)

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

☐10% Owner

☐Officer (give title below)

☐Other (specify below)

3. Date of Earliest Transaction

03/31/2020

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

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security	2. Transaction Date	2A. Deemed Execution Date, if any	3. Transaction Code	4. Securities Acquired	5. Amount of Securities	6. Ownership Form	7. Nature of Indirect Beneficial Ownership
(Instr. 3)	(Month/Day/Year)	(Month/Day/Year)	(Instr. 8)	(A) or (D)	(Instr. 3, 4 and 5)	Beneficially Owned Following Reported Transaction(s)	Beneficial Ownership (Instr. 4)
			CodeV	Amount(A) or (D)Price			(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	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security	11. Nature of Indirect Beneficial Ownership
(Instr. 3)		(Month/Day/Year)	(Month/Day/Year)	(Instr. 8)	(A) or (D)	(Month/Day/Year)	(Instr. 3 and 4)	(Instr. 5)	(Instr. 4)	(Instr. 4)	(Instr. 4)
				CodeV	(A)(D)	Date ExercisableExpiration Date	TitleAmount or Number of Shares				
Phantom Stock Units	(1)	03/31/2020		A	1	(2)(2)	Common Stock	1\$ 7.63 (3)	1	D	

Reporting Owners

Reporting Owner Name / Address

BRYANT JOHN A
3018 OAKLAND DRIVE, SUITE A3
KALAMAZOO, MI 49008

Relationships

Director

10% Owner

Officer

Other

X

Signatures

/s/ Steven R. Watts, as attorney-in-fact for John A. Bryant pursuant to a Power of Attorney

**Signature of Reporting Person

04/02/2020

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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