# FORM 4

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

OMB APPR	OVAL
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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

(I I IIII OI I y	pe Responses	s)												
1. Name and Address of Reporting Person* Lenehan William H  (Last) (First) (Middle)  591 REDWOOD HIGHWAY, SUITE 1150  (Street)			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					
				Date of Earliest Transaction (Month/Day/Year)     03/31/2020      Hamendment, Date Original Filed(Month/Day/Year)					-	Officer (g	ive title below)	Oth	er (specify below)	)
										6. Individual or Joint/Group Filing(Check Applicable Line)  X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  lired, Disposed of, or Beneficially Owned				e)
MILL VALLEY, CA 94941 (City) (State) (Zip)			(Zip)	Tabla I - Non-Darivativa Sacuritias Acqu					ies Acqui					
(Instr. 3)		2. Transaction Date (Month/Day/Year)		ed Date, if	3. Trai Code (Instr.	nsaction 4.			5. Amount of Owned Follo Fransaction(s	f Securities Beneficially owing Reported		6. 7. Ownership of	Nature f Indirect eneficial	
				(Month/Da	ay/Year)	Cod	e V A	mount (A)	or	(Instr. 3 and 4)		or (I)	r Indirect (In	wnership nstr. 4)
Reminder:							contain		orm are r		d to respo	nd unless th		74 (9-02)
Reminder:														
	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Yea	3A. Deemed Execution Date, i	4. Transact	5. Notion of Der		form di ired, Dispo options, co	ed in this f splays a cu sed of, or B nvertible sec ercisable ttion Date	orm are r rrently va- eneficially curities)	Owned  and Amount clying	8. Price of	nd unless th	е	11. Natur of Indirec Beneficia
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1. Title of Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date, i	4. Transact	5. Notion of Der Sec (A) Dis of (Ins	Jumber ivative urities quired or posed D) str. 3, 4, 5)	contain form di nired, Disponentions, co 6. Date Ex and Expire (Month/D	ed in this f splays a cu sed of, or B nvertible sec ercisable ation Date ay/Year)	reneficially curities) 7. Title a of Under Securitie (Instr. 3 a	Owned  and Amount clying	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s	To the following state of the following state	11. Natur of Indirec Beneficia Ownershi

## **Reporting Owners**

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

#### **Signatures**

/s/ Steven R. Watts, as attorney-in-fact for William H. Lenehan pursuant to a Power of Attorney	04/02/2020
**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.

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.