# FORM 4

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

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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 Type Responses)  1. Name and Address of Reporting Person* Kirgan Danielle L.  (Last) (First) (Middle) C/O MACY'S, INC., 151 WEST 34TH STREET  (Street)  NEW YORK, NY 10001			Macy's, Inc. [M] 3. Date of Earliest Transaction (Month/Day/Year) 03/24/2022							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
									X Officer (give title below) Other (specify below)  EVP, Chief Transformation Off  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)
1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)			Ownership of Form:	7. Nature of Indirect Beneficial			
				Code	e T	V Amou	(A) or (D)	Price	(Instr. 3 and 4)			Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common S	Stock		03/24/2022			Α		31,55 (1)	55 A	\$ 0	96,193		D		
Common S	Stock		03/24/2022			F		1,147 (2)	D	\$ 26.35	95,046		D		
Common Stock 03/25/2022				S		10,22	$ D ^{2}$	\$ 26.3466 (4)	.3466 84,824						
Reminder: Re	eport on a se	parate line for each	h class of securities	- Derivative	e Securi	ities Acq	Pe co fo uired,	ersons wontained rm displ	in this fo ays a cu l of, or Be	orm are n rrently va	e collection ot required alid OMB co	to respond	d unless th		1474 (9-02)
	2.	3. Transaction	3A. Deemed	(e.g., puts,		varrants Number	_	ns, conve		1 '			0.31 1		
1. Title of	Conversion Date Exercise (Month/Day/Year) any				Transaction Code (Instr. 8) of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				cisable	7. Title	and Amount	8. Price of	9. Number	of 10.	11. Natu
1. Title of Derivative Security (Instr. 3)	or Exercise Price of Derivative			Code	Se Ac or of (In	curities equired ( Dispose (D) estr. 3, 4,	A) d		on Date	7. Title of Unde Securiti (Instr. 3	rlying es		Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form of Derivat Security Direct ( or Indirect)	hip of Indire Benefici Ownersh (Instr. 4) ect
Derivative Security	or Exercise Price of Derivative		r) any	Code	Se Se Or Of (In an	curities cquired ( Dispose (D) nstr. 3, 4, d 5)	A) (M	d Expirati Ionth/Day	on Date /Year)  Expiratio	of Unde Securiti (Instr. 3	rlying es	Derivative Security	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Security Direct ( or Indir	hip of Indire Benefici Ownersh (Instr. 4)  D) ect

### **Reporting Owners**

P (1 0 N /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Kirgan Danielle L. C/O MACY'S, INC. 151 WEST 34TH STREET NEW YORK, NY 10001			EVP, Chief Transformation Off			

## **Signatures**

/s/ Steven R. Watts, as attorney-in-fact for Danielle L. Kirgan pursuant to a Power of Attorney	03/25/2022
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 2019 following a 3-year (fiscal 2019 2021) performance period. Number includes 3,181 dividend shares accrued during the performance period.
- (2) Withholding by Macy's, Inc. of 1,147 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 March 24, 2022 and does not represent a discretionary transaction by the reporting person.
- (3) Represents the number of shares sold by the reporting person to cover tax withholding obligations upon the vesting of restricted shares and does not represent a discretionary transaction by the reporting person.
- The price reported in Column 4 is the weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.11 to \$26.765, inclusive. The reporting person (4) undertakes to provide to Macy's, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote to the Form 4.
- (5) Each restricted stock unit represents the equivalent of one share of the Issuer's common stock.
- (6) The restricted stock units vest one-fourth on each of the first, second, third and fourth anniversaries of the date granted.

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.