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

1. Name and Address of Reporting Person * Spring Antony (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 4. If Amendment, Date Original Filed(Month/Day/Year)							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
										X Officer (give title below) Other (specify below) EVP-Macy's/CEO-Bloomingdale's 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)	
1.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		if Code (Instr	(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:	Beneficial			
				(Month/L	ay/ Y ea	Co	de	V	Amount	(A) or (D)	Price	(Instr. 3 and 4	•)		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common S	Stock		03/24/2022			A			37,209 (1)	A	\$ 0	101,277.10	58		D	
Common S	Stock		03/24/2022			F	7		1,916 (2)	D	\$ 26.35	99,361.1058		D		
Common Stock 03/25/2022				S	S		12,222 D \$ 26.3403			87,139.1058		D				
Reminder: Re	eport on a se	parate line for eac	h class of securities	- Derivati	ve Seci	ırities A	cquii	Per con forr	sons what stained in displa	n this for	orm are r rrently va	e collection not required alid OMB co	to respon	d unless th		1474 (9-02)
1. Title of	2.	3. Transaction	3A. Deemed	(e.g., put	s, calls	, warrar 5. Numb			s, conver			and Amount	8 Price of	9. Number	of 10.	11. Natu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	on Date Execution (Month/Day/Year) Execution (Month/Day/Year)	Execution Date	, if Transa Code	if Transaction of Code Se (Instr. 8) Ac or of (Ir		Derivative and		Expiration Date of onth/Day/Year) of Se		of Undo Securit	erlying	Derivative Security		Owners Form o Derivat Securit Direct or India	ship of Indire Beneficitive Ownersh (Instr. 4)
				Code V							Amount		(Instr. 4)	(Instr. 4	1)	
				Code	· V	(A)	(D)	Date Exe		Expiratio Date	Title	Number of Shares				

Reporting Owners

D (1 0 N /	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Spring Antony C/O MACY'S, INC. 151 WEST 34TH STREET NEW YORK, NY 10001			EVP-Macy's/CEO-Bloomingdale's					

Signatures

/s/ Steven R. Watts, as attorney-in-fact for Antony Spring 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 3,752 dividend shares accrued during the performance period.
- (2) Withholding by Macy's, Inc. of 1,916 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 \$26.75, 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.