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

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|---------------------|-----------|
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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  | e Responses)  |      |  |   |                               |   |  |  |  |  |  |                                 |   |  |  |
|---|---|------|--|---|-------------------------------|---|--|--|--|--|--|---------------------------------|---|--|--|
| Name and Address of Reporting Person*  Chandoha Marie A             |   |      | 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 |  |                                 |   |  |  |
| (Last) (First) (Middle)<br>C/O MACY'S, INC., 151 WEST 34TH STREET   |   |      |  | 3. Date of Earliest Transaction (Month/Day/Year) 05/20/2022 |                               |   |  |  |  |  | Officer (gi  | ve title below)                 | Otl   | ner (specify belo  | ow)  |
| (Street) NEW YORK, NY 10001   |   |      |  | 4. If Amendment, Date Original Filed(Month/Day/Year)        |                               |   |  |  |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person  aired, Disposed of, or Beneficially Owned |                                 |   |  | ine)   |
| (City) (State) (Zip)  |   |      |  | Table I - Non-Derivative Securities Acqu                    |                               |   |  |  |  | es Acquire   |  |                                 |   |  |  |
| 1.Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year |   |      | 2A. Deemed<br>Execution Date,<br>any<br>(Month/Day/Yea       |   | (Instr. 8)                    |   | (A) or Disposed  |  | of (D) Ow<br>Tra                                   | ned Follov<br>insaction(s  | mount of Securities Beneficially<br>ned Following Reported<br>nsaction(s)<br>tr. 3 and 4)  |                                 | Ownership Form:   | Beneficial<br>Ownership  |  |
|   |   |      |  |   |                               | Co  | de V   | Amo                                    | ount (A) or (D)                                    | Price  |  |                                 |   | (I)<br>(Instr. 4)  | (======================================                |
|   |   |      |  |   |                               |   |  |  | in this for  |  |  | ntrol num                       |   | e  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                 | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security |      | 3A. Deemed<br>Execution Date,                                | Code  | 5. tion of De Ac (A Di of     | arrant<br>Numb  | quired, I<br>ss, option<br>er 6. Da<br>and I<br>(Mor           | o displayispose<br>o, conve<br>te Exer | d of, or Ben<br>ertible secu<br>cisable<br>on Date | rently vali  | wned  Amount   | 8. Price of                     |   | of 10. Ownersl Form of Derivati Security Direct (I or Indire                             | Ownershi<br>(Instr. 4)                                 |
| Derivative<br>Security  | Conversion<br>or Exercise<br>Price of<br>Derivative                   | Date | 3A. Deemed<br>Execution Date,<br>any                         | (e.g., puts, c<br>4.<br>Transact<br>Code                    | tion of De Ac (A Di of (Ir an | Numb<br>erivative<br>equired<br>a) or<br>isposed<br>(D)<br>nstr. 3,<br>d 5) | quired, E<br>s, option<br>er 6. Da<br>and E<br>(Mor<br>s<br>1. | n disp                                 | d of, or Ben<br>ertible secu<br>cisable<br>on Date | rently validation of Underly Securities  | wned  Amount   | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction( | f 10.<br>Ownersl<br>Form of<br>Derivati<br>Security<br>Direct (I<br>or Indire<br>(s) (I) | nip of Indirect<br>Beneficia<br>Ownershi<br>(Instr. 4) |

| P (1 0 N /   | Relationships |              |         |       |  |
|--|---------------|--------------|---------|-------|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer | Other |  |
| Chandoha Marie A<br>C/O MACY'S, INC.<br>151 WEST 34TH STREET<br>NEW YORK, NY 10001 | X             |              |         |       |  |

## **Signatures**

| /s/ Steven R. Watts, as attorney-in-fact for Marie A. Chandoha pursuant to a Power of Attorney | 05/24/2022 |
|--|------------|
| 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) Each restricted stock unit represents the equivalent of one share of the Issuer's common stock.
- (2) The restricted stock units vest on the earlier of one year from the grant date or the date of the Issuer's next annual meeting of shareholders. The vested shares will be automatically deferred and delivered to the reporting person six months after the reporting person's service on the Issuer's Board of Directors ends.

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.