

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

FEDERATED DEPARTMENT STORES, INC.

151 West 34th Street  
New York, New York 10001  
(212) 695-4400

-and-

Delaware	7 West Seventh Street	13-3324058
(State of	Cincinnati, Ohio 45202	(I.R.S. Employer
incorporation)	(513) 579-7000	Identification
	Number)	

FEDERATED DEPARTMENT STORES, INC.  
NON-EMPLOYEE DIRECTOR DEFERRED COMPENSATION PLAN

Copies of notices and other communications  
should be sent to:

Dennis J. Broderick, Esq.	Mark E. Betzen, Esq.
Senior Vice President,	Jones, Day, Reavis & Pogue
General Counsel, and Secretary	2300 Trammell Crow Center
Federated Department Stores, Inc.	2001 Ross Avenue
7 West Seventh Street	Dallas, Texas 75201
Cincinnati, Ohio 45202	(214) 220-3939
(513) 579-7000	

Approximate date of commencement of proposed sale to the public: From  
time to time after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Proposed Maximum Amount to be Registered Share *	Proposed Offering Price per Share *	Aggregate Offering Price * Fee	Amount of Registra- tion
Common Stock, par value \$0.01 per share . . . . .	75,000	\$34.9375	\$2,620,313	\$794.03

\* Estimated solely for the purpose of computing the registration fee  
in accordance with Rule 457(h)(1) based on the market value of shares of  
Federated Common Stock (\$34.9375 per share, which is the average of the  
high and low sale prices of a share of Federated Common Stock on the  
Composite Tape of The New York Stock Exchange, Inc. on February 26, 1997).

PART II

Item 3. Incorporation of Documents by Reference

The following documents (or, as applicable, the portions thereof specified below) filed by Federated Department Stores, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference, as of their respective dates, in this Registration Statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended February 3, 1996 (Commission File No. 1-13536);

(b) The Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended May 4, August 3, and November 2, 1996 and Current Report on Form 8-K, dated May 21, 1996; and

(c) The description of the Common Stock contained in a Registration Statement on Form 8-A filed with the Commission on December 12, 1994 pursuant to Section 12(b) of the Exchange Act.

In addition, all documents hereafter filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

#### Item 6. Indemnification of Directors and Officers

The Company's Certificate of Incorporation (the "Certificate") provides, as do the charters of many other publicly held companies, that the personal liability of directors of the Company to the Company is eliminated to the maximum extent permitted by Delaware law. The Certificate and the Company's By-Laws (the "By-Laws") provide for the indemnification of the directors, officers, employees, and agents of the Company and its subsidiaries to the full extent that may be permitted by Delaware law from time to time, and the By-Laws provide for various procedures relating thereto. Certain provisions of the Certificate protect the Company's directors against personal liability for monetary damages resulting from breaches of their fiduciary duty of care, except as set forth below. Under Delaware law, absent these provisions, directors could be held liable for gross negligence in the performance of their duty of care, but not for simple negligence. The Certificate absolves directors of liability for negligence in the performance of their duties, including gross negligence. However, the Company's directors remain liable for breaches of their duty of loyalty to the Company and its stockholders, as well as for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law and transactions from which a director derives an improper personal benefit. The Certificate also does not absolve directors of liability under section 174 of the Delaware General Corporation Law, which makes directors personally liable for unlawful dividends or unlawful stock repurchases or redemptions in certain circumstances and expressly sets forth a negligence standard with respect to such liability.

Under Delaware law, directors, officers, employees, and other individuals may be indemnified against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement in connection with specified actions, suits, or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation - a "derivative action") if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard of care is applicable in the case of a derivative action, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with the defense or settlement of such an action and Delaware law requires court approval before there can be any indemnification of expenses where the person seeking indemnification has been found liable to the Company.

The Certificate provides, among other things, that each person who was or is made a party to, or is threatened to be made a party to, or is involved in, any action, suit, or proceeding by reason of the fact that he or she is or was a director or officer of the Company (or was serving at the request of the Company as a director, officer, employee, or agent for another entity), will be indemnified and held harmless by the Company to the full extent authorized by Delaware law against all expense, liability, or loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts to be paid in settlement) reasonably incurred by such person in connection therewith. The rights conferred thereby will be deemed to be contract rights and will include the right to be paid by the Company for the expenses incurred in defending the proceedings specified above in advance of their final disposition.

As authorized by the Certificate, the Company has entered into indemnification agreements with each of its directors and officers. These indemnification agreements provide for, among other things, (i) the indemnification by the Company of the indemnitees thereunder to the extent described above, (ii) the advancement of attorneys' fees and other expenses, and (iii) the establishment, upon approval by the Company's Board of Directors, of trusts or other funding mechanisms to fund the Company's indemnification obligations thereunder.

#### Item 8. Exhibits

4.1 -- Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995 (the "1994 Form 10-K"))

4.2 -- By-Laws of the Company (incorporated by reference to Exhibit 3.2 to the 1994 Form 10-K)

4.3 -- Rights Agreement between the Company and the Rights Agent thereunder (incorporated by reference to Exhibit 4.3 to the 1994 Form 10-K)

5 -- Opinion of Counsel

23 -- Consent of KPMG Peat Marwick LLP

24 -- Powers of Attorney

#### Item 9. Undertakings

##### A. The Company hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act, unless the information required to be included in such post-effective amendment is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act and incorporated herein by reference; (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement unless the information required to be included in such post-effective amendment is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act and incorporated herein by reference; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such

securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer, or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio on March 3, 1997.

FEDERATED DEPARTMENT STORES, INC.

By: /s/ Dennis J. Broderick  
Dennis J. Broderick  
Senior Vice President, General Counsel,  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on March 3, 1997.

Signature	Title
*Allen I. Questrom Allen I. Questrom	Chairman of the Board and Chief Executive Officer (principal executive officer) and Director
*Ronald W. Tysoe Ronald W. Tysoe	Vice Chairman and Chief Financial Officer (principal financial officer) and Director
*Joel A. Belsky Joel A. Belsky	Vice President and Controller (principal accounting officer)
*Lyle Everingham	Director

Lyle Everingham

\*Meyer Feldberg                      Director  
Meyer Feldberg

\*Earl G. Graves, Sr.                      Director  
Earl G. Graves, Sr.

\*George V. Grune                      Director  
George V. Grune

\*Joseph Neubauer                      Director  
Joseph Neubauer

\*Paul W. Van Orden                      Director  
Paul W. Van Orden

\*Karl M. von der Heyden                      Director  
Karl M. von der Heyden

\*Marna C. Whittington                      Director  
Marna C. Whittington

\*James M. Zimmerman                      Director  
James M. Zimmerman

\*The undersigned, by signing his name hereto, does sign and execute this Registration Statement pursuant to Powers of Attorney executed by the above-named persons.

/s/ Dennis J. Broderick  
Dennis J. Broderick,  
Attorney-in-Fact

#### INDEX TO EXHIBITS

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[Letterhead of Dennis J. Broderick,  
Senior Vice President  
General Counsel and Secretary]

March 4, 1997

Federated Department Stores, Inc.  
7 West Seventh Street  
Cincinnati, Ohio 45202

Re: Director Deferred Compensation Plan

Ladies and Gentlemen:

In my capacity as General Counsel of Federated Department Stores, Inc., a Delaware corporation (the "Company"), I have acted as counsel for the Company in connection with the proposed issuance and sale pursuant to the above-referenced plan (the "Plan") of up to [50,000] shares of Common Stock, par value \$0.01 per share, of the Company (the "Shares") to be registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-8 (the "Registration Statement").

I have examined the Plan and such other documents, records and matters of law as I have deemed necessary for purposes of this opinion. Based upon the foregoing, I am of the opinion that the shares that may be issued and sold pursuant to the Plan, when issued and sold in accordance with the Plan and appropriate forms of agreements and other documentation contemplated thereby, will be duly authorized, validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

/s/ Dennis J. Broderick

Dennis J. Broderick  
General Counsel

## CONSENT OF INDEPENDENT AUDITORS

The Board of Directors  
Federated Department Stores, Inc.

We consent to the use of our report dated March 5, 1996 on the consolidated financial statements of Federated Department Stores, Inc. and subsidiaries as of February 3, 1996 and January 28, 1995, and for the fifty-three week period ended February 3, 1996 and each of the fifty-two week periods ended January 28, 1995 and January 29, 1994, incorporated herein by reference.

/s/ KPMG Peat Marwick LLP

Cincinnati, Ohio  
March 3, 1997

## POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned directors and/or officers of FEDERATED DEPARTMENT STORES, INC., a Delaware corporation (the "Company"), does hereby constitute and appoint DENNIS J. BRODERICK, JOHN R. SIMS and PADMA TATTA CARIAPPA, or any of them, their true and lawful attorneys and agents to do any and all acts and things and execute any and all instruments which said attorneys and agents, or any of them, may deem necessary or advisable or which said attorneys and agents, or any of them, may deem necessary or advisable or which may be required to enable the Company to comply with the Securities Act of 1933, as amended, and any rules, regulations or requirements of the Securities and Exchange Commission in respect thereof, in connection with the filing with the Securities and Exchange Commission of one or more Registration Statements on Form S-8 relating to the Federated Department Stores, Inc. Director Deferred Compensation Plan, including specifically but without limiting the generality of the foregoing, the power and authority to sign in the name and on behalf of the undersigned, in his or her capacity as a director and/or officer of the Company, any such Form S-8 and any and all amendments and supplements thereto and any other instruments or documents filed as a part of or in connection therewith, and each of the undersigned does hereby ratify and confirm all that said attorneys and agents or any of them, may do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has subscribed these presents this 28th day of February, 1997.

/s/ Joel A. Belsky	/s/ Lyle Everingham	/s/ Meyer Feldberg
Joel A. Belsky	Lyle Everingham	Meyer Feldberg

/s/ Earl G. Graves, Sr.	/s/ George V. Grune	/s/ Joseph Neubauer
Earl G. Graves, Sr.	George V. Grune	Joseph Neubauer

/s/ Allen I. Questrom	/s/ Ronald W. Tysoe	/s/ Paul W. Van Orden
Allen I. Questrom	Ronald W. Tysoe	Paul W. Van Orden

/s/ Karl M. von der Heyden	/s/ Marna C. Whittington
Karl M. von der Heyden	Craig E. Weatherup      Marna C. Whittington

/s/ James M. Zimmerman  
James M. Zimmerman