

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report: December 3, 1998

FEDERATED DEPARTMENT STORES, INC.

151 West 34th St., New York, New York 10001
(212) 494-1602

-and-

7 West Seventh Street, Cincinnati, Ohio 45202
(513) 579-7000

Delaware 1-13536 13-3324058
(State of Incorporation) (Commission File No.) (IRS Id. No.)

Item 5. Other Events

This Current Report on Form 8-K is being filed with the Securities and Exchange Commission by Federated Department Stores, Inc. ("Federated") for the purpose of filing, as exhibits hereto, the Unaudited Consolidated Balance Sheets of Federated as of October 31, 1998, January 31, 1998 and November 1, 1997 and the Unaudited Consolidated Statements of Cash Flows for the 39 weeks ended October 31, 1998 and November 1, 1997, which are concurrently being posted on Federated's website at www.federated-fds.com. The Unaudited Consolidated Balance Sheets and Unaudited Consolidated Statements of Cash Flows filed herewith should be read in conjunction with the consolidated financial statements, the notes thereto and the other information contained in Federated's Annual Report on Form 10-K for the fiscal year ended January 31, 1998. Because of the seasonal nature of the department store business, the cash flows for the 39 weeks ended October 31, 1998 and November 1, 1997 (which do not include the Christmas season) are not indicative of the cash flows for the entire fiscal year.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

The following exhibits are filed herewith:

- 99.1 Unaudited Consolidated Balance Sheets of Federated as of October 31, 1998, January 31, 1998 and November 1, 1997.
- 99.2 Unaudited Consolidated Statements of Cash Flows of Federated for the 39 weeks ended October 31, 1998 and November 1, 1997.

FEDERATED DEPARTMENT STORES, INC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FEDERATED DEPARTMENT STORES, INC.

Date December 3, 1998 /s/ Dennis J. Broderick
Dennis J. Broderick
Senior Vice President, General Counsel
and Secretary

EXHIBIT INDEX

Exhibit
Number

- 99.1 Unaudited Consolidated Balance Sheets of Federated as of October 31, 1998, January 31, 1998 and November 1, 1997
- 99.2 Unaudited Consolidated Statements of Cash Flows of Federated for the 39 weeks ended October 31, 1998 and November 1, 1997

Exhibit 99.1

FEDERATED DEPARTMENT STORES, INC.

Consolidated Balance Sheets
(Unaudited)

(millions)

October 31, January 31, November 1,
1998 1998 1997

ASSETS:

Current Assets:

Cash	\$ 164	\$ 142	\$ 431
Accounts receivable	2,107	2,640	2,513
Merchandise inventories	4,322	3,239	4,288
Supplies and prepaid expenses	120	115	120
Deferred income tax assets	105	58	116
Total Current Assets	6,818	6,194	7,468

Property and Equipment - net 6,406 6,520 6,423

Intangible Assets - net 670 690 697

Other Assets 323 334 344

Total Assets \$ 14,217 \$ 13,738 \$ 14,932

LIABILITIES AND SHAREHOLDERS' EQUITY:

Current Liabilities:

Short-term debt	\$ 699	\$ 556	\$ 1,899
Accounts payable and accrued liabilities	2,998	2,416	3,048
Income taxes	22	88	28
Total Current Liabilities	3,719	3,060	4,975

Long-Term Debt 3,549 3,919 3,683

Deferred Income Taxes 1,024 939 842

Other Liabilities 557 564 561

Shareholders' Equity 5,368 5,256 4,871

Total Liabilities and Shareholders' Equity \$ 14,217 \$ 13,738 \$ 14,932

Exhibit 99.2

FEDERATED DEPARTMENT STORES, INC.

Consolidated Statements of Cash Flows
(Unaudited)

(millions)

39 Weeks Ended 39 Weeks Ended
October 31, 1998 November 1, 1997

Cash flows from operating activities:

Net income	\$ 254	\$ 157
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	448	418
Amortization of intangible assets	20	21
Amortization of financing costs	6	17
Amortization of unearned restricted stock	1	1
Loss on early extinguishment of debt	23	39
Changes in assets and liabilities:		
Decrease in accounts receivable	335	322
Increase in merchandise inventories	(1,083)	(1,041)
Increase in supplies and prepaid expenses	(5)	(10)
Increase in other assets not separately identified	(13)	(9)
Increase in accounts payable and accrued liabilities not separately identified	443	468
Increase (decrease) in current income taxes	(51)	44
Increase (decrease) in deferred income taxes	38	(16)
Decrease in other liabilities not separately identified	(7)	(3)
Net cash provided by operating activities	409	408

Cash flows from investing activities:

Purchase of property and equipment	(377)	(411)
Disposition of property and equipment	28	120
Decrease in notes receivable	200	200
Net cash used by investing activities	(149)	(91)

Cash flows from financing activities:

Debt issued	650	1,284
Financing costs	-	(6)
Debt repaid	(563)	(1,445)
Increase in outstanding checks	162	88
Acquisition of treasury stock	(531)	(2)
Issuance of common stock	44	46
Net cash used by financing activities	(238)	(35)

FEDERATED DEPARTMENT STORES, INC.

Consolidated Statements of Cash Flows
(Unaudited)

(millions)

39 Weeks Ended 39 Weeks Ended
October 31, 1998 November 1, 1997

Net increase in cash	\$ 22	\$ 282
Cash at beginning of period	142	149
Cash at end of period	\$ 164	\$ 431

Supplemental cash flow information:

Interest paid	\$ 235	\$ 310
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Interest received	13	29	
Income taxes paid (net of refunds received)	206		97
Schedule of noncash investing and financing activities:			
Conversion of long-term debt to common stock	344		-