



4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

|   |                             |            |
|---|-----------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2001 | 5. SOLE VOTING POWER        | 10,080,717 |
| BY EACH REPORTING PERSON WITH:                              | 6. SHARED VOTING POWER      | 1,637,315  |
|   | 7. SOLE DISPOSITIVE POWER   | 18,151,548 |
|   | 8. SHARED DISPOSITIVE POWER | 95,900     |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,247,448

(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES \* ☐

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.5%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 31410H101 13G Page 3 of 13 Pages

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Assurances Vie Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) ☒ (B) ☐

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

|   |                             |            |
|---|-----------------------------|------------|
| NUMBER OF SHARES BENEFICIALLY OWNED AS OF December 31, 2001 | 5. SOLE VOTING POWER        | 10,080,717 |
| BY EACH REPORTING PERSON WITH:                              | 6. SHARED VOTING POWER      | 1,637,315  |
|   | 7. SOLE DISPOSITIVE POWER   | 18,151,548 |
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12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 31410H101 13G Page 4 of 13 Pages

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Conseil Vie Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [X]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

|                   |                             |            |
|-------------------|-----------------------------|------------|
| NUMBER OF SHARES  | 5. SOLE VOTING POWER        | 10,080,717 |
| BENEFICIALLY      |                             |            |
| OWNED AS OF       | 6. SHARED VOTING POWER      | 1,637,315  |
| December 31, 2001 |                             |            |
| BY EACH           | 7. SOLE DISPOSITIVE POWER   | 18,151,548 |
| REPORTING         |                             |            |
| PERSON WITH:      | 8. SHARED DISPOSITIVE POWER | 95,900     |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 18,247,448  
REPORTING PERSON  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES \* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.5%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 31410H101 13G Page 5 of 13 Pages

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Courtage Assurance Mutuelle

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [X]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

|                   |                             |            |
|-------------------|-----------------------------|------------|
| NUMBER OF SHARES  | 5. SOLE VOTING POWER        | 10,080,717 |
| BENEFICIALLY      |                             |            |
| OWNED AS OF       | 6. SHARED VOTING POWER      | 1,637,315  |
| December 31, 2001 |                             |            |
| BY EACH           | 7. SOLE DISPOSITIVE POWER   | 18,151,548 |
| REPORTING         |                             |            |
| PERSON WITH:      | 8. SHARED DISPOSITIVE POWER | 95,900     |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 18,247,448

(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES \* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.5%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 31410H101 13G Page 6 of 13 Pages

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
France

|                   |                             |            |
|-------------------|-----------------------------|------------|
| NUMBER OF SHARES  | 5. SOLE VOTING POWER        | 10,080,717 |
| BENEFICIALLY      |                             |            |
| OWNED AS OF       | 6. SHARED VOTING POWER      | 1,637,315  |
| December 31, 2001 |                             |            |
| BY EACH           | 7. SOLE DISPOSITIVE POWER   | 18,151,548 |
| REPORTING         |                             |            |
| PERSON WITH:      | 8. SHARED DISPOSITIVE POWER | 95,900     |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON 18,247,448

(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES \* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.5%

12. TYPE OF REPORTING PERSON \*  
IC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 31410H101 13G Page 7 of 13 Pages

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

AXA Financial, Inc. 13-3623351

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \* (A) [ ]  
(B) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION  
State of Delaware

|                   |                             |            |
|-------------------|-----------------------------|------------|
| NUMBER OF SHARES  | 5. SOLE VOTING POWER        | 10,005,517 |
| BENEFICIALLY      |                             |            |
| OWNED AS OF       | 6. SHARED VOTING POWER      | 1,637,315  |
| December 31, 2001 |                             |            |
| BY EACH           | 7. SOLE DISPOSITIVE POWER   | 18,151,548 |
| REPORTING         |                             |            |
| PERSON WITH:      | 8. SHARED DISPOSITIVE POWER | 0          |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 18,151,548  
REPORTING PERSON  
(Not to be construed as an admission of beneficial ownership)

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES \* [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 9.5%

12. TYPE OF REPORTING PERSON \*

HC

\* SEE INSTRUCTIONS BEFORE FILLING OUT!

13G

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Item 1(a) Name of Issuer:

FEDERATED DEPT STORES INC DE

Item 1(b) Address of Issuer's Principal Executive Offices:

7 W Seventh St  
Cincinnati, OH 45202-

Item 2(a) and (b)

Name of Person Filing and Address of Principal Business Office:

AXA Conseil Vie Assurance Mutuelle,  
AXA Assurances I.A.R.D Mutuelle, and  
AXA Assurances Vie Mutuelle,  
370, rue Saint Honore  
75001 Paris, France

AXA Courtage Assurance Mutuelle  
26, rue Louis le Grand  
75002 Paris, France

as a group (collectively, the 'Mutuelles AXA').

AXA  
25, avenue Matignon  
75008 Paris, France

AXA Financial, Inc.  
1290 Avenue of the Americas  
New York, New York 10104

(Please contact Patrick Meehan at (212) 314-5644 with any questions.)

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Item 2(c) Citizenship:

Mutuelles AXA and AXA - France  
AXA Financial, Inc. - Delaware

Item 2(d) Title of Class of Securities:

COM

Item 2(e) Cusip Number:

31410H101

Item 3. Type of Reporting Person:

AXA Financial, Inc. as a parent holding company,  
in accordance with 240.13d-1(b)(ii)(G).

The Mutuelles AXA, as a group, acting as a parent holding company.

AXA as a parent holding company.

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<TABLE>

Item 4. Ownership as of December 31, 2001

(a) Amount Beneficially Owned:

18,247,448 shares of common stock beneficially owned including:

<CAPTION>

|   | No. of Shares |            |
|---|---------------|------------|
| <S>   | <C>           | <C>        |
| The Mutuelles AXA, as a group   |               | 0          |
| AXA   |               | 0          |
| AXA Entity or Entities<br>acquired solely for investment purposes:  |               |            |
| Common Stock  |               |            |
| AXA Rosenberg Investment Management LLC   |               | 95,900     |
| AXA Financial, Inc.   |               | 0          |
| Subsidiaries:   |               |            |
| Alliance Capital Management L.P.<br>acquired solely for investment purposes on<br>behalf of client discretionary investment<br>advisory accounts: |               |            |
| Common Stock  |               | 18,150,148 |
| The Equitable Life Assurance Society of the United States<br>acquired solely for investment purposes:   |               |            |
| Common Stock  |               | 1,400      |
| Total   |               | 18,247,448 |

Each of the Mutuelles AXA, as a group, and AXA expressly declares that the filing of this Schedule 13G shall not be construed as an admission that it is, for purposes of Section 13(d) of the Exchange Act, the beneficial owner of any securities covered by this Schedule 13G.

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent decisions.

<S> <C>

(b) Percent of Class: 9.5%

</TABLE>

<TABLE>

#### ITEM 4. Ownership as of December 31, 2001 (CONT.)

(c) Deemed Voting Power and Disposition Power:

<CAPTION>

|   | (i)<br>Deemed<br>to have<br>Sole Power<br>to Vote<br>or to<br>Direct<br>the Vote | (ii)<br>Deemed<br>to have<br>Shared Power<br>to Vote<br>or to<br>Direct<br>the Vote | (iii)<br>Deemed<br>to have<br>Sole Power<br>to Dispose<br>or to<br>Direct<br>the Disposition | (iv)<br>Deemed<br>to have<br>Shared Power<br>to Dispose<br>or to<br>Direct<br>the Disposition |
|---|--|---|--|---|
| <S>   | <C>  | <C>   | <C>  | <C>   |
| The Mutuelles AXA,<br>as a group              | 0  | 0   | 0  | 0   |
| AXA   | 0  | 0   | 0  | 0   |
| AXA Entity or Entities:                       |  |   |  |   |
| AXA Rosenberg<br>Investment Management<br>LLC | 75,200   | 0   | 0  | 95,900  |
| AXA Financial, Inc.                           | 0  | 0   | 0  | 0   |
| Subsidiaries:                                 |  |   |  |   |
| Alliance Capital<br>Management L.P.           | 10,005,517   | 1,637,315   | 18,150,148   | 0   |

|   |   |   |       |   |
|---|---|---|-------|---|
| The Equitable Life Assurance Society of the United States | 0 | 0 | 1,400 | 0 |
|---|---|---|-------|---|

|            |           |            |        |
|------------|-----------|------------|--------|
| 10,080,717 | 1,637,315 | 18,151,548 | 95,900 |
|------------|-----------|------------|--------|

Each of the above subsidiaries of AXA Financial, Inc. operates under independent management and makes independent voting and investment decisions.

Page 12 of 13 Pages

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.  
( )

Item 6. Ownership of More than Five Percent on behalf of Another Person. N/A

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reporting on by the Parent Holding Company:

This Schedule 13G is being filed by AXA Financial, Inc.; AXA, which owns AXA Financial, Inc.; and the Mutuelles AXA, which as a group control AXA:

- (X) in the Mutuelles AXAs' capacity, as a group, acting as a parent holding company with respect to the holdings of the following AXA entity or entities:
- (X) in AXA's capacity as a parent holding company with respect to the holdings of the following AXA entity or entities:  
AXA Rosenberg Investment Management LLC
- (X) in AXA Financial, Inc.'s capacity as a parent holding company with respect to the holdings of the following subsidiaries:
- (X) Alliance Capital Management L.P.  
(13-3434400), an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (X) The Equitable Life Assurance Society of the United States  
(13-5570651), an insurance company and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940.

Page 13 of 13 Pages

Item 8. Identification and Classification of Members of the Group. N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2002 AXA FINANCIAL, INC.\*

/s/ Alvin H. Fenichel

Alvin H. Fenichel  
Senior Vice President  
and Controller

\*Pursuant to the Joint Filing Agreement with respect to Schedule 13G attached hereto as Exhibit I, among AXA Financial, Inc., AXA Conseil Vie Assurance Mutuelle, AXA Assurances I.A.R.D Mutuelle, AXA Assurances Vie Mutuelle, AXA Courtage Assurance Mutuelle, and AXA, this statement Schedule 13G is filed on behalf of each of them.

EXHIBIT I

JOINT FILING AGREEMENT

-----

Each of the undersigned hereby agrees that the Schedule 13G filed herewith is filed jointly, pursuant to Rule 13d-1(f)(1) of the Securities Exchange Act of 1934, as amended on behalf of each of them.

Dated: February 11, 2002

AXA Financial, Inc.

BY: /s/ Alvin H. Fenichel

-----

Alvin H. Fenichel  
Senior Vice President and Controller

AXA Assurances I.A.R.D. Mutuelle; AXA Assurances Vie Mutuelle; AXA Conseil Vie Assurance Mutuelle; AXA Courtage Assurance Mutuelle, as a group, and AXA

Signed on behalf of each of the above entities

BY: /s/ Alvin H. Fenichel

-----

Alvin H. Fenichel  
Attorney-in-Fact  
(Executed pursuant to Powers of Attorney)