

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

France

NUMBER OF SHARES BENEFICIALLY OWNED AS OF May 31, 2003	5. SOLE VOTING POWER	10,696,825
BY EACH REPORTING PERSON WITH:	6. SHARED VOTING POWER	1,628,437
	7. SOLE DISPOSITIVE POWER	17,714,769
	8. SHARED DISPOSITIVE POWER	1,140,200

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,854,969
(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 10.1%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 31410H101 13G Page 3 of 12 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 May 31, 2003	5. SOLE VOTING POWER	10,696,825
BY EACH REPORTING PERSON WITH:	6. SHARED VOTING POWER	1,628,437
	7. SOLE DISPOSITIVE POWER	17,714,769
	8. SHARED DISPOSITIVE POWER	1,140,200

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,854,969
(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 10.1%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 31410H101 13G Page 4 of 12 Pages

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

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 May 31, 2003 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	10,696,825
	6. SHARED VOTING POWER	1,628,437
	7. SOLE DISPOSITIVE POWER	17,714,769
	8. SHARED DISPOSITIVE POWER	1,140,200

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,854,969
(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 10.1%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP NO. 31410H101 13G Page 5 of 12 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 BENEFICIALLY OWNED AS OF May 31, 2003 BY EACH REPORTING PERSON WITH:	5. SOLE VOTING POWER	10,696,825
	6. SHARED VOTING POWER	1,628,437
	7. SOLE DISPOSITIVE POWER	17,714,769
	8. SHARED DISPOSITIVE POWER	1,140,200

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 18,854,969
(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 10.1%

12. TYPE OF REPORTING PERSON *
IC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

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 BENEFICIALLY OWNED AS OF May 31, 2003	5. SOLE VOTING POWER	9,611,225
BY EACH REPORTING PERSON WITH:	6. SHARED VOTING POWER	1,628,437
	7. SOLE DISPOSITIVE POWER	17,511,969
	8. SHARED DISPOSITIVE POWER	0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 17,511,969
(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 9.3%

12. TYPE OF REPORTING PERSON *
HC

* SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a) Name of Issuer:
FEDERATED DEPT STORES INC DE

Item 1(b) Address of Issuer's Principal Executive Offices:
7 West Seventh St.
Cincinnati, OH 45202

Item 2(a) and (b)
Name of Person Filing and Address of Principal Business Office:

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

13G

Page 8 of 12 Pages

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.

13G

Page 9 of 12 Pages

<TABLE>

Item 4. Ownership as of May 31, 2003

(a) Amount Beneficially Owned:

18,854,969 shares of common stock beneficially owned including:

<CAPTION>

	No. of Shares	
	<C>	<C>
<S>		
The Mutuelles AXA, as a group		0
AXA		0

AXA Entity or Entities

Common Stock acquired solely for investment purposes:

AXA Investment Managers UK Ltd	202,800
AXA Rosenberg Investment Management LLC	1,140,200

AXA Financial, Inc. 0

Subsidiaries:

Alliance Capital Management L.P.
acquired solely for investment purposes on
behalf of client discretionary investment
advisory accounts:

Common Stock	17,502,269
	17,502,269

The Equitable Life Assurance Society of the United States
acquired solely for investment purposes:

Common Stock	9,700
	9,700

Total	18,854,969
	=====

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:	10.1%

</TABLE>

<TABLE>

ITEM 4. Ownership as of May 31, 2003 (CONT.)

(c) Deemed Voting Power and Disposition Power:

<CAPTION>

	(i) Deemed to have Sole Power to Vote or to Direct the Vote	(ii) Deemed to have Shared Power to Vote or to Direct the Vote	(iii) Deemed to have Sole Power to Dispose or to Direct the Disposition	(iv) Deemed to have Shared Power to Dispose or to Direct the Disposition
	<C>	<C>	<C>	<C>
The Mutuelles AXA, as a group	0	0	0	0
AXA	0	0	0	0

AXA Entity or Entities:

AXA Investment	202,800	0	202,800	0
Managers UK Ltd				
AXA Rosenberg	882,800	0	0	1,140,200
Investment Management LLC				

AXA Financial, Inc.	0	0	0	0
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Subsidiaries:

Alliance Capital Management L.P.	9,611,225	1,628,437	17,502,269	0
The Equitable Life Assurance Society of the United	0	0	9,700	0
	10,696,825	1,628,437	17,714,769	1,140,200

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

</TABLE>

Page 11 of 12

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
()

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 Investment Managers UK Ltd

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 12 of 12 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: June 6, 2003 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 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: June 6, 2003

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 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)