

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14D-1
(FINAL AMENDMENT)

TENDER OFFER STATEMENT PURSUANT TO SECTION
14(D)(1) OF THE SECURITIES EXCHANGE ACT OF 1934

AND

SCHEDULE 13D

STATEMENT OF BENEFICIAL OWNERSHIP PURSUANT TO SECTION
13(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FINGERHUT COMPANIES, INC.

(Name of Subject Company)

BENGAL SUBSIDIARY CORP.; FEDERATED DEPARTMENT STORES, INC.

(Bidders)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

317867109

(CUSIP Number of Class of Securities)

Dennis J. Broderick
Senior Vice President, General Counsel and Corporate Secretary
Federated Department Stores, Inc.
7 West Seventh Street
Cincinnati, Ohio 45202
(513) 570-7000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications on Behalf of Bidder)

Copy to:

Robert A. Profusek, Esq.
Jones, Day, Reavis & Pogue
599 Lexington Avenue
New York, New York 10022
(212) 326-3939

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Federated Department Stores, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) //
(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

None
NUMBER OF
SHARES 8 SHARED VOTING POWER
BENEFICIALLY
OWNED BY 47,806,078
EACH
REPORTING 9 SOLE DISPOSITIVE POWER
PERSON WITH
None

10 SHARED DISPOSITIVE POWER

47,806,078

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,806,078 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

96.3%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Bengal Subsidiary Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) // (b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO (See Item 3)

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) //

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Minnesota

7 SOLE VOTING POWER

None

NUMBER OF SHARES 8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 47,806,078

EACH

REPORTING 9 SOLE DISPOSITIVE POWER PERSON WITH

None

10 SHARED DISPOSITIVE POWER

47,806,078

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

47,806,078 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* //

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

96.3%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

This Amendment No. 4 is to the Tender Offer Statement on Schedule 14D-1, originally filed on February 18, 1999, as thereafter amended (as amended, the "Statement"), that relates to the offer by Bengal Subsidiary Corp. ("Purchaser"), a wholly owned subsidiary of Federated Department Stores, Inc. ("Parent"), to purchase all outstanding common shares (the "Shares"), of Fingerhut Companies, Inc. (the "Company"). Capitalized terms not defined in this Amendment have the meanings assigned to them in the Offer To Purchase.

The Statement is hereby amended and/or supplemented as provided below:

ITEM 6. INTEREST IN SECURITIES OF THE SUBJECT COMPANY.

Item 6(a) and (b) is hereby amended and supplemented by adding to the end thereof the following:

At 12:00 Midnight, Eastern Time, on Wednesday, March 17, 1999, the Offer expired. Based on information provided by the Depositary, Purchaser purchased approximately 47,806,078 Shares, of which 1,267,371 Shares were tendered pursuant to notices of guaranteed delivery. The acceptance of such tendered Shares resulted in the Purchaser beneficially owning approximately 96.3% of the outstanding Shares.

The Merger will be effected as promptly as practicable. In the Merger (subject to certain exceptions), each Share not purchased pursuant to the Offer will be converted into the right to receive the Per Share Amount paid in the Offer.

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended and supplemented by adding to the end thereof the following:

On March 18, 1999, Parent issued a press release, a copy of which is included as exhibit (a)(10) hereto and incorporated herein by reference, which announced that Purchaser has accepted for payment all Shares validly tendered pursuant to the Offer.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11 is hereby amended to add the following exhibit:

(a)(10) Press release issued by Parent on March 18, 1999

SIGNATURE

After due 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.

Dated: March 18, 1999 BENGAL SUBSIDIARY CORP.

By: /s/ JOHN R. SIMS

Name: John R. Sims

Title: Vice President, Secretary and
Treasurer

FEDERATED DEPARTMENT STORES, INC.

By: /s/ KAREN M. HOGUET

Name: Karen M. Hoguet

Title: Chief Financial Officer

EXHIBIT INDEX

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<CAPTION>

EXHIBIT
NO.

DESCRIPTION

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<C>

(a)(10)

Press release issued by Parent on March 18, 1999

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FOR IMMEDIATE RELEASE

FEDERATED COMPLETES FINGERHUT TENDER OFFER

Cincinnati, OH -- March 18, 1999 -- Federated Department Stores, Inc. (NYSE: FD) today announced the successful completion of its tender offer for the common shares of Fingerhut Companies, Inc. (NYSE:FHT).

Based on a preliminary count, 47,806,078 Fingerhut common shares (including 1,267,371 shares subject to guarantees of delivery), representing 96.3 percent of all outstanding Fingerhut common shares, were purchased by Federated following the expiration of the offer yesterday. The depository will promptly commence delivery of payments to tendering shareholders.

Federated will acquire the Fingerhut common shares not purchased in the tender offer through a cash merger to be completed as promptly as practicable. In the merger, the remaining Fingerhut common shares will be converted into the right to receive the \$25 per share amount paid in the tender offer.

The total acquisition price is \$1.7 billion. Federated financed the transaction through a combination of cash on hand and the proceeds of commercial paper borrowings, a portion of which are expected to be refinanced by long-term debt.

Fingerhut is a database marketing company that sells a broad range of products and services directly to consumers via catalogues, direct marketing and the Internet.

Federated, with corporate offices in Cincinnati and New York, is one of the nation's leading department store retailers, with annual sales of more than \$15.8 billion. Federated currently operates more than 400 department stores in 33 states under the names of Bloomingdale's, The Bon Marche, Burdines, Goldsmith's, Lazarus, Macy's, Rich's and Stern's. Federated also operates direct mail catalog and electronic commerce subsidiaries under the names of Bloomingdale's By Mail, Macy's By Mail and Macys.Com.

(NOTE: Information on Federated and its operating divisions is available on the Internet at <http://www.federated-fds.com>. Copies of past press releases and corporate background data also are available by calling Fax-On-Demand at 1-800-853-9150.)

CONTACT: Federated Department Stores, Inc.

Media - Carol Sanger, (513) 579-7764

Investor - Susan Robinson, (513) 579-7780

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