

FEDERATED DEPARTMENT STORES INC /DE/

Form 4

February 28, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GROVE JANET**

(Last) (First) (Middle)

**C/O FEDERATED DEPARTMENT  
STORES INC, 7 WEST SEVENTH  
STREET**

(Street)

**CINCINNATI, OH 45202**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FEDERATED DEPARTMENT  
STORES INC /DE/ [FD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/24/2006**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Vice Chair

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                   |                                                                   |
| Common<br>Stock                       | 02/24/2006                              |                                                             | S                                    |                                                                         | 634                                                                                                                | D \$ 71.24                                                              | 8,950 <sup>(1)</sup> D                                            |
| Common<br>Stock                       | 02/24/2006                              |                                                             | S                                    |                                                                         | 4,200                                                                                                              | D \$ 71.06                                                              | 4,750 D                                                           |
| Common<br>Stock                       | 02/24/2006                              |                                                             | S                                    |                                                                         | 2,600                                                                                                              | D \$ 70.62                                                              | 2,150 D                                                           |
| Common<br>Stock                       | 02/24/2006                              |                                                             | S                                    |                                                                         | 1,400                                                                                                              | D \$ 70.61                                                              | 750 D                                                             |
|                                       | 02/24/2006                              |                                                             | M                                    |                                                                         | 6,000                                                                                                              | A \$ 34.375                                                             | 6,750 D                                                           |

Common  
Stock

|                 |            |   |        |   |               |        |   |
|-----------------|------------|---|--------|---|---------------|--------|---|
| Common<br>Stock | 02/24/2006 | M | 36,000 | A | \$<br>27.3125 | 42,750 | D |
|-----------------|------------|---|--------|---|---------------|--------|---|

|                 |            |   |        |   |               |     |   |
|-----------------|------------|---|--------|---|---------------|-----|---|
| Common<br>Stock | 02/24/2006 | S | 42,000 | D | \$<br>70.2024 | 750 | D |
|-----------------|------------|---|--------|---|---------------|-----|---|

|                 |  |  |  |  |  |                   |   |                   |
|-----------------|--|--|--|--|--|-------------------|---|-------------------|
| Common<br>Stock |  |  |  |  |  | 86 <sup>(2)</sup> | I | By 401(k)<br>Plan |
|-----------------|--|--|--|--|--|-------------------|---|-------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                                  |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 34.375                                                          | 02/24/2006                              |                                                             | M                                    | 6,000                                                                                                        | <sup>(3)</sup>                                                 | 03/28/2007                                                          | Common<br>Stock 6,000                  |
| Option to<br>Purchase<br>Common<br>Stock            | \$ 27.3125                                                         | 02/24/2006                              |                                                             | M                                    | 36,000                                                                                                       | <sup>(4)</sup>                                                 | 08/25/2010                                                          | Common<br>Stock 36,000                 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

|          |           |         |       |
|----------|-----------|---------|-------|
| Director | 10% Owner | Officer | Other |
|----------|-----------|---------|-------|

GROVE JANET  
C/O FEDERATED DEPARTMENT STORES INC  
7 WEST SEVENTH STREET  
CINCINNATI, OH 45202

Vice Chair

## Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Janet Grove pursuant to a Power of Attorney

02/28/2006

\_\_\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 1 share issued April 1, 2005 which was a dividend on shares granted under the Issuer's long term incentive plan.
- (2) Reflects matching contributions under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of February 27, 2006 by \$71.17, the stock price of such date.
- (3) Options became exercisable as follows: 1,500 on March 28, 1998, 1,500 on March 28, 1999, 1,500 on March 28, 2000 and 1,500 on March 28, 2001.
- (4) Options became exercisable as follows: 9,000 on August 25, 2001, 9,000 on August 25, 2002, 9,000 on August 25, 2003 and 9,000 on August 25, 2004.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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