

FEDERATED DEPARTMENT STORES INC /DE/

Form 4

March 23, 2007

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
LUNDGREN TERRY J

(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)
03/22/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Chairman, President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	03/22/2007		S		2,400	D	\$ 46.32	274,168	D
Common Stock	03/22/2007		S		1,300	D	\$ 46.33	272,868	D
Common Stock	03/22/2007		S		1,900	D	\$ 46.34	270,968	D
Common Stock	03/22/2007		S		1,300	D	\$ 46.35	269,668	D
	03/22/2007		S		9,400	D		260,268	D

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Common Stock						\$ 46.36		
Common Stock	03/22/2007	S	2,100	D	\$ 46.37	258,168	D	
Common Stock	03/22/2007	S	22,600	D	\$ 46	235,568	D	
Common Stock	03/22/2007	S	3,100	D	\$ 46.01	232,468	D	
Common Stock	03/22/2007	S	2,200	D	\$ 46.03	230,268	D	
Common Stock	03/22/2007	S	2,600	D	\$ 46.04	227,668	D	
Common Stock	03/22/2007	S	6,820	D	\$ 46.05	220,848	D	
Common Stock	03/22/2007	S	4,600	D	\$ 46.06	216,248	D	
Common Stock	03/22/2007	S	5,600	D	\$ 46.07	210,648	D	
Common Stock	03/22/2007	S	100	D	\$ 46.08	210,548	D	
Common Stock	03/22/2007	S	4,400	D	\$ 46.1	206,148	D	
Common Stock	03/22/2007	S	1,400	D	\$ 46.11	204,748	D	
Common Stock	03/22/2007	S	800	D	\$ 46.12	203,948	D	
Common Stock	03/22/2007	S	200	D	\$ 46.13	203,748	D	
Common Stock						1,898 ⁽¹⁾	I	By 401(k) Plan

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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LUNDGREN TERRY J
C/O FEDERATED DEPARTMENT STORES, INC.
7 WEST SEVENTH STREET
CINCINNATI, OH 45202

X

Chairman, President & CEO

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Terry J. Lundgren pursuant to a Power of Attorney

03/23/2007

__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) 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 March 22, 2007 by \$46.15, the stock price of such date.

Remarks:

This Form 4 represent 2 of 2 forms being filed to capture all the transactions of the reporting person on March 22, 2007.

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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