

Macy's, Inc.
Form 3
May 23, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

| | | | | |
|---|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hanson Amy | | (Month/Day/Year) | Macy's, Inc. [M] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 05/16/2008 | | |
| C/O MACY'S, INC.,Â 7 WEST SEVENTH STREET | | | (Check all applicable) | |
| | (Street) | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Senior Vice President | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |
| CINCINNATI,Â OHÂ 45202 | | | | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 169 | I ⁽¹⁾ | By 401(k) Plan |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

Edgar Filing: Macy's, Inc. - Form 3

| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|----------------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Options to Purchase Common Stock | Â (2) | 03/23/2011 | Common Stock | 4,000 | \$ 21.425 | D | Â |
| Options to Purchase Common Stock | Â (3) | 03/22/2012 | Common Stock | 40,000 | \$ 21.34 | D | Â |
| Options to Purchase Common Stock | Â (4) | 03/26/2014 | Common Stock | 18,000 | \$ 25.005 | D | Â |
| Options to Purchase Common Stock | Â (5) | 03/25/2015 | Common Stock | 18,000 | \$ 30.535 | D | Â |
| Options to Purchase Common Stock | Â (6) | 03/24/2016 | Common Stock | 10,808 | \$ 36.26 | D | Â |
| Options to Purchase Common Stock | Â (7) | 07/24/2016 | Common Stock | 20,000 | \$ 33.25 | D | Â |
| Options to Purchase Common Stock | Â (8) | 03/23/2017 | Common Stock | 9,611 | \$ 46.15 | D | Â |
| Options to Purchase Common Stock | Â (9) | 03/21/2018 | Common Stock | 20,382 | \$ 24.85 | D | Â |
| Options to Purchase Common Stock | Â (10) | 05/16/2018 | Common Stock | 11,623 | \$ 25.32 | D | Â |
| Phantom Stock Units | Â (11) | Â (11) | Common Stock | 5,115 | \$ (12) | D | Â |
| Phantom Stock Units | 02/02/2009 | 02/02/2009 | Common Stock | 5,901 | \$ (12) | D | Â |
| Phantom Stock Units | Â (13) | Â (13) | Common Stock | 15,856.6 | \$ (12) | D | Â |
| Phantom Stock Units | Â (14) | Â (14) | Common Stock | 9,657 | \$ (12) | D | Â |
| Phantom Stock Units | Â (14) | Â (14) | Common Stock | 7,042 | \$ (12) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hanson Amy C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | Â | Â | Â Senior Vice President | Â |

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Amy Hanson pursuant to a Power of Attorney

05/23/2008

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 May 16, 2008 by \$25.22, the stock price as of such date.
- (2) Options became exercisable in 25% increments on the following dates: March 23, 2002, March 23, 2003, March 23, 2004 and March 23, 2005.
- (3) Options became exercisable in 25% increments on the following dates: March 22, 2003, March 22, 2004, March 22, 2005 and March 22, 2006.
- (4) Options became exercisable in 25% increments on the following dates: March 26, 2005, March 26, 2006, March 26, 2007 and March 26, 2008.
- (5) Options became/become exercisable in 25% increments on the following dates: March 25, 2006, March 25, 2007, March 25, 2008 and March 25, 2009.
- (6) Options became/become exercisable in 25% increments on the following dates: March 24, 2007, March 24, 2008, March 24, 2009 and March 24, 2010.
- (7) Options became/become exercisable in 25% increments on the following dates: July 24, 2007, July 24, 2008, July 24, 2009 and July 24, 2010.
- (8) Options became/become exercisable in 25% increments on the following dates: March 23, 2008, March 23, 2009, March 23, 2010 and March 23, 2011.
- (9) Options become exercisable in 25% increments on the following dates: March 21, 2009, March 21, 2010, March 21, 2011 and March 21, 2012.
- (10) Options become exercisable in 25% increments on the following dates: May 16, 2009, May 16, 2010, May 16, 2011 and May 16, 2012.
- (11) The phantom stock units were acquired under the Issuer's Executive Deferred Compensation Plan and are to be settled in the Issuer's common stock upon the reporting person's retirement.
- (12) 1-for-1 conversion.
- (13) The value of the phantom stock units will be payable in cash as follows: 50% on February 1, 2010 and 50% on January 31, 2011.
- (14) The value of the phantom stock units will be payable in cash as follows: 50% on January 30, 2012 and 50% on February 4, 2013.

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

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