Lenehan William H Form 4 January 02, 2019

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

(Print or Type Responses)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * Lenehan William H

> (First) (Middle)

> > (Zip)

Execution Date, if

(Month/Day/Year)

2. Transaction Date 2A. Deemed

591 REDWOOD

HIGHWAY, SUITE 1150

MILL VALLEY, CA 94941

(Street)

(State)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading Symbol

Macy's, Inc. [M]

3. Date of Earliest Transaction (Month/Day/Year) 12/31/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code

(Instr. 8)

4. Securities

Disposed of (D)

(Instr. 3, 4 and 5)

TransactionAcquired (A) or

5. Amount of

Securities Beneficially Owned

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

X_ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

7. Nature of 6. Ownership

Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4) (Instr. 4)

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

(A)

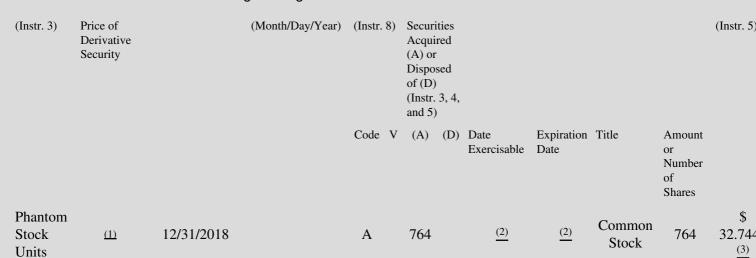
or

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

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

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lenehan William H 591 REDWOOD HIGHWAY SUITE 1150 MILL VALLEY, CA 94941	X			

Signatures

/s/ Ann Munson Steines, as attorney-in-fact for William H. Lenehan pursuant to a Power of Attorney

01/02/2019

**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) 1-for-1 conversion.
- (2) Units are to be settled in Common Stock upon the Reporting Person's termination from the Board of Directors.
- (3) The price noted is the average of the value of the stock units granted each month during the quarter for which this report is filed.

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.

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