Macy's, Inc. Form 4 April 02, 2010

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Person

OMB 3235-0287

Check this box if no longer

Washington, D.C. 20549

Number: January 31, Expires: 2005

subject to Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

Form filed by More than One Reporting

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ao VON DER H	•	_	2. Issuer Name and Ticker or TradingSymbol5. Relationship of Reporting PeIssuer				
			Macy's, Inc. [M]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	•			
25 CENTRA	L PARK W	/EST, #24K	(Month/Day/Year) 03/31/2010	X Director 10% Owner Officer (give title below) Other (specibelow)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) X Form filed by One Reporting Person			

NEW YORK, NY 10023

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative Se	curities A	cquired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquarters action(A) or Disposed of Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D)		oosed of (D and 5) (A) or) 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)
Common Stock	03/31/2010		M	439 <u>(1)</u> A	A \$0	20,283	D	
Common Stock	03/31/2010		D	439 <u>(1)</u> D	\$ 21.3	5 19,844	D	

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	ctionof Derivative		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		mof Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Phantom Stock Units	(3)	03/31/2010		M	4	439	03/31/2010	03/31/2010	Common Stock	439			
Phantom Stock Units	(3)	03/31/2010		A	1		03/13/2013	03/13/2013	Common Stock	1	\$		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
VON DER HEYDEN KARL M 25 CENTRAL PARK WEST #24K NEW YORK, NY 10023	X					

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Karl M. von der Heyden pursuant to a Power of Attorney

04/02/2010

**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) In connection with this transaction, the reporting person acquired 30 stock credits resulting from a dividend reinvestment feature of the directors' compensation program. Those shares were settled in cash at the same \$21.35 per share price, or \$640.50.
- (2) The price is based on the average closing price, as reported on the New York Stock Exchange, for the 20 business days preceding the payment date.
- (3) 1-for-1 conversion.
- (4) 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.

Reporting Owners 2

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