

FEDERATED DEPARTMENT STORES INC /DE/

Form 4

March 24, 2005

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 *
COLE THOMAS L

(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)
03/22/2005

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 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 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)
Common Stock	03/22/2005		M	891.19 A \$ 0	22,401 ⁽¹⁾ ⁽²⁾	D	
Common Stock	03/22/2005		F	393 D \$ 62.32	22,008	D	
Common Stock					4,192 ⁽³⁾	D	

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**

SEC 1474
(9-02)

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(4)	03/22/2005		M		891.19		03/22/2005	03/22/2005	Common Stock	891.19

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

COLE THOMAS L
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 Thomas L. Cole pursuant to a Power of Attorney

03/24/2005

__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) This number includes 17.88 shares received on March 22, 2005 pursuant to a dividend reinvestment feature of the Issuer's long term incentive plan. The fractional share that remained after adding the 891.19 shares, being reported herein, and the aforementioned dividends was .07. This fractional share was paid out in cash pursuant to the Issuer's long term incentive plan and therefore is not reflected in this amount.
- (2) Fractional share of .15 previously reported was paid out in cash pursuant the the Issuer's long term incentive plan.
- (3) Reflects matching contributions under the Issuer's 401(K) plan, derived by dividing the value of undivided interest of the reporting person in the applicable investment fund as of March 22, 2005 by \$61.45, the stock price of such date.
- (4) 1-for-1 conversion.

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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