

Macy's, Inc.

Form 3

August 31, 2007

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Clark David Wm

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/24/2007

3. Issuer Name **and** Ticker or Trading Symbol
Macy's, Inc. [M]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)C/O MACY'S, INC., 7 WEST
SEVENTH STREET

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Senior Vice President

CINCINNATI, OH 45202

(City)

(State)

(Zip)

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

1,361 ⁽¹⁾

I

By 401(k) Plan

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

SEC 1473 (7-02)

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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)

Title

4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	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	7,000	\$ 21.425	D	Â
Options to Purchase Common Stock	Â (3)	03/22/2012	Common Stock	10,000	\$ 21.34	D	Â
Options to Purchase Common Stock	Â (4)	03/28/2013	Common Stock	36,000	\$ 14.285	D	Â
Options to Purchase Common Stock	Â (5)	03/26/2014	Common Stock	18,000	\$ 25.005	D	Â
Options to Purchase Common Stock	Â (6)	03/25/2015	Common Stock	18,000	\$ 30.535	D	Â
Options to Purchase Common Stock	Â (7)	03/24/2016	Common Stock	18,014	\$ 36.26	D	Â
Options to Purchase Common Stock	Â (8)	03/23/2017	Common Stock	19,722	\$ 46.15	D	Â
Phantom Stock Units	Â (9)	Â (9)	Common Stock	5,968	\$ (10)	D	Â
Phantom Stock Units	Â (11)	Â (11)	Common Stock	11,802	\$ (10)	D	Â
Phantom Stock Units	Â (12)	Â (12)	Common Stock	10,120	\$ (10)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark David Wm 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 David W. Clark pursuant to a Power of Attorney

08/31/2007

__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 August 24, 2007 by \$31.78, the stock price as of such date.
- (2)

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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 28, 2004, March 28, 2005, March 28, 2006 and March 28, 2007.
- (5) Options became/become exercisable in 25% increments on the following dates: March 26, 2005, March 26, 2006, March 26, 2007 and March 26, 2008.
- (6) Options became/become exercisable in 25% increments on the following dates: March 25, 2006, March 25, 2007, March 25, 2008 and March 25, 2009.
- (7) Options became/become exercisable as follows: 4,504 on March 24, 2007, 4,503 on March 24, 2008, 4,504 on March 24, 2009 and 4,503 on March 24, 2010.
- (8) Options become exercisable as follows: 4,931 on March 23, 2008, 4,930 on March 23, 2009, 4,931 on March 23, 2010 and 4,930 on March 23, 2011.
- (9) 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.
- (10) 1-for-1 conversion.
- (11) The value of the phantom stock units will be payable in cash as follows: 50 percent on February 4, 2008 and 50 percent on February 2, 2009.
- (12) The value of the phantom stock units will be payable in cash as follows: 50 percent on February 1, 2010 and 50 percent on January 31, 2011.

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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