# COLE THOMAS L

Form 144

October 20, 2011

| UNITED STATES                           |                           |  |                   | OMB APPROVAL       |
|---|---------------------------|--|-------------------|--------------------|
| SECURITIES AND EXCHANGE COM             | MISSION                   |  |                   | OMB Number         |
| Washington, D.C. 20549                  |                           |  |                   | 3235-0101          |
| 6,                                      |                           |  |                   | Expires: February  |
|   |                           |  |                   | 28, 2014           |
|   |                           |  |                   | Estimated average  |
|   |                           |  |                   | burden             |
|   |                           |  |                   | hours per response |
|   |                           |  |                   | 1.0                |
|   |                           |  |                   |                    |
| FORM 144                                |                           |  |                   | SEC USE ONLY       |
|   |                           |  |                   | DOCUMENT           |
| NOTICE OF PROPOSED SALE OF S            | ECURITIES                 |  |                   | SEQUENCE NO.       |
| PURSUANT TO RULE 144 UNDER T            |                           | OF 1933  |                   |                    |
|   |                           |  |                   | CUSIP NUMBER       |
| <b>ATTENTION:</b> Transmit for filing 3 | conies of this form concu | rrently with either placing an   | order with a brok |                    |
| execute sale                            | copies of mis form concu  | Tenny win cimer placing and  | naci win a brok   |                    |
| or executing a sale directly            | with a market maker.      |  |                   |                    |
| 1 (a) NAME OF ISSUER (Please            |                           | (b) IRS (c)  | S.E.C.            | WORK LOCATION      |
| T (a) THIND OF ISSUER (Freuse           | type or printi)           | The state of the s | LE NO.            | Welli Zeermen      |
| Macy s, Inc.                            |                           |  | 22.110.           |                    |
| s, me.                                  |                           | 13-3324058 79-   | 4367              |                    |
| 1(d) ADDRESS OF ISSUER                  | STREET                    | CITY   |                   | (e) TELEPHONE NO.  |
| STATE ZIP CODE                          |                           |  |                   |                    |
|   |                           |  |                   | AREA NUMBER        |
| 7 West Seventh Street Cincinnati COD    |                           |  | CODE              |                    |
| Ohio 45202                              |                           |  |                   | 513 579-7000       |
| 2 (a) NAME OF PERSON                    | (b)                       | (c) ADDRESS STREE  | ET CITY           | STATE ZIP          |
| FOR WHOSE ACCOUNT                       | RELATIONSHIP              | CODE   |                   |                    |
| THE SECURITIES ARE TO                   | TO ISSUER                 |  |                   |                    |
| BE SOLD                                 |                           |  |                   |                    |
|   | Executive Officer         | c/o Macy s, Inc.   |                   |                    |
| Thomas L. Cole                          |                           | 7 West Seventh Street  | Cincinnati        | Ohio 45202         |

INSTRUCTION: The person filing this notice should contact the issuer to obtain the IRS. Identification Number and the S.E.C. File Number.

| 3 (a)           | <i>(b)</i>  | SEC USE<br>ONLY | (c)                  | (d)                                     | (e)               | (f)               | (g)               |
|-----------------|---|-----------------|----------------------|---|-------------------|-------------------|-------------------|
| Title of the    |   |                 | Number of            | Aggregate                               | Number of         | Approximate       | Name of Each      |
| Class of        | Name and Address of Each                          | Broker-Dealer   | Shares or            | Market                                  | Shares            | Date of Sale      | Securities        |
| Securities      | Broker Through Whom the                           | File Number     | Other Units          | Value                                   | or Other Units    | (See instr. 3(f)) | Exchange          |
| To Be Sold      | Securities are to be Offered or                   |                 | To Be Sold           | (See instr. $3(d)$ )                    | Outstanding       | (MO DAY YR)       | (See instr.       |
|                 | Each Market Maker who is Acquiring the Securities |                 | (See instr.<br>3(c)) | , | (See instr. 3(e)) |                   | 3(g))             |
| Common<br>Stock | BNY Mellon Securities LLC 480 Washington Blvd.    |                 | 72,000               | \$2,118,240.00                          | 427,113,455       | 10/20/11          | New York<br>Stock |
|                 | Jersey City, New Jersey 07310                     |                 |                      | (as of 10/19/11)                        | (as of 08/26/11)  |                   | Exchange          |

## **INSTRUCTIONS:**

- 1. (a) Name of issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuer's telephone number, including area code
- 2. (a) Name of person for whose account the securities are to be sold
- (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - (c) Such person's address, including zip code

- 3. (a) Title of the class of securities to be sold
- (b) Name and address of each broker through whom the securities are intended to be sold
- (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
- (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
- (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold
- (g) Name of each securities exchange, if any, on which the securities are intended to be sold

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 control number.

SEC 1147 (08-07)

#### TABLE I - SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

| Title of<br>the Class | Date You<br>Acquired | Nature of Acquisition Transactio  | n Name of Person from Whom<br>Acquired<br>(If gift, also give date donor<br>acquired) | Amount of<br>Securities<br>Acquired | Date of<br>Payment | Nature of Payment |
|-----------------------|----------------------|---|---|-------------------------------------|--------------------|-------------------|
| Common<br>Stock       | 03/22/02             | Shares acquired from stock options awarded pursuant to Issuer's 1995 Executive Equity Incentive Plan. | Macy s, Inc.  | 72,000                              | N/A                | N/A               |

| INSTRUCTIONS: | If the securities were purchased and full payment therefore was   |  |  |
|---------------|---|--|--|
|               | not made in cash at the time of purchase, explain in the table or |  |  |
|               | in a note thereto the nature of the consideration given. If the   |  |  |
|               | consideration consisted of any note or other obligation, or if    |  |  |
|               | payment was made in installments describe the arrangement         |  |  |
|               | and state when the note or other obligation was discharged in     |  |  |
|               | full or the last installment paid.                                |  |  |

## TABLE II - SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Amount of Name and Address of Seller Title of Securities Sold Date of Securities Sold Gross Proceeds Sale

## **REMARKS:**

(1) The filing of this Form 144 shall not be construed as an admission that the undersigned is an Affiliate of the Issuer.

## **INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

## ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any materiel adverse information in regard to the current and included in that definition. In addition, information shall be given as prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If each person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.

| 10/20/2011 DATE OF NOTICE                       | Linda J. Balicki (1) Linda J. Balicki, as attorney-in-fact for   |  |  |  |  |
|---|--|--|--|--|--|
|   | Thomas L. Cole pursuant to a Power of Attorney   |  |  |  |  |
| DATE OF BLAN ADOPTION OF CIVING OF INSTRUCTION  | The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures. |  |  |  |  |
| DATE OF PLAN ADOPTION OR GIVING OF INSTRUCTION, |  |  |  |  |  |
| IF RELYING ON RULE 10B5-1                       |  |  |  |  |  |
|   |  |  |  |  |  |

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).

SEC 1147 (02-08)