

Macy's, Inc.
Form 4
June 09, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRODERICK DENNIS J

(Last) (First) (Middle)

**C/O MACY'S, INC., 7 WEST
SEVENTH STREET**

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Macy's, Inc. [M]

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

06/09/2015

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)

EVP, Gen. Counsel and Secretary

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 (A) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 06/09/2015 | | M | | 38,216 | A | \$ 24.85 | 59,613 | D |
| Common Stock | 06/09/2015 | | S | | 38,216 | D | \$ 68.9042 | 21,397 | D |
| Common Stock | 06/09/2015 | | M | | 18,463 | A | \$ 8.76 | 39,860 | D |
| Common Stock | 06/09/2015 | | S | | 18,463 | D | \$ 68.9646 | 21,397 | D |
| Common Stock | 06/09/2015 | | M | | 10,533 | A | \$ 23.43 | 31,930 | D |

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Common Stock 06/09/2015 S 10,533 D \$ 68.9396 21,397 D

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

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(9-02)

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 |
| Option to Purchase Common Stock | \$ 24.85 | 06/09/2015 | | M | 38,216 | 03/21/2009 03/21/2018 | Common Stock 38,216 |
| Option to Purchase Common Stock | \$ 8.76 | 06/09/2015 | | M | 18,463 | 03/20/2012 03/20/2019 | Common Stock 18,463 |
| Option to Purchase Common Stock | \$ 23.43 | 06/09/2015 | | M | 10,533 | 03/25/2015 03/25/2021 | Common Stock 10,533 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| BRODERICK DENNIS J C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | EVP, Gen. Counsel and Secretary |

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Dennis J. Broderick pursuant to a Power of Attorney

06/09/2015

____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).

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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