

Gennette Jeffrey  
 Form 4  
 November 19, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Gennette Jeffrey

(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)  
 11/19/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Merchandising Officer

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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	(D)	Price
Common Stock	11/19/2012		M		1,875	A	\$ 14.285 26,975
Common Stock	11/19/2012		S		1,875	D	\$ 40.7669 25,100
Common Stock	11/19/2012		M		2,500	A	\$ 25.005 27,600
Common Stock	11/19/2012		S		2,500	D	\$ 40.7512 25,100
Common Stock	11/19/2012		M		10,000	A	\$ 24.85 35,100

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Common Stock	11/19/2012	S	10,000	D	\$ 40.7343	25,100	D	
Common Stock	11/19/2012	M	10,000	A	\$ 20.89	35,100	D	
Common Stock	11/19/2012	S	10,000	D	\$ 40.6754	25,100	D	
Common Stock						559 <sup>(1)</sup>	I	By 401(k) Plan

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	\$ 14.285	11/19/2012		M	1,875	03/28/2007 03/28/2013	Common Stock 1,875
Option to Purchase Common Stock	\$ 25.005	11/19/2012		M	2,500	03/26/2007 03/26/2014	Common Stock 2,500
Option to Purchase Common Stock	\$ 24.85	11/19/2012		M	10,000	03/21/2009 03/21/2018	Common Stock 10,000
Option to Purchase Common Stock	\$ 20.89	11/19/2012		M	10,000	03/19/2011 03/19/2020	Common Stock 10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gennette Jeffrey C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Chief Merchandising Officer	

## Signatures

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

11/19/2012

\_\_\_\_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) Reflects the reporting person's interest in Macy's stock 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 November 16, 2012 by \$40.18, the stock price of such date.

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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