

GROVE JANET
Form 144
February 24, 2006

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|---|-----------------------|---|--|--|--------------------|
| UNITED STATES | | | | OMB APPROVAL | |
| SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | OMB Number 3235-0101 Expires: December 31, 2006 Estimated average burden hours per response 4.47 | |
| FORM 144 | | | | SEC USE ONLY | |
| NOTICE OF PROPOSED SALE OF SECURITIES PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933 | | | | DOCUMENT SEQUENCE NO. | |
| ATTENTION: Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker. | | | | CUSIP NUMBER | |
| 1 (a) NAME OF ISSUER (Please type or print) Federated Department Stores, Inc. | | (b) IRS IDENT. NO. 13-3324058 | (c) S.E.C. FILE NO. 794367 | WORK LOCATION | |
| 1(d) ADDRESS OF ISSUER CITY STATE ZIP CODE 7 West Seventh Street Ohio 45202 | | | STREET CITY STATE ZIP Cincinnati Ohio 45202 | | |
| | | | (e) TELEPHONE NO. | AREA CODE 513 | NUMBER 579-7000 |
| 2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD Janet Grove | (b) IRS IDENT. NO. | (c) RELATIONSHIP TO ISSUER Executive Officer | (d) ADDRESS CODE c/o Federated Department Stores, Inc. 7 West Seventh Street 45202 | STREET CITY STATE ZIP Cincinnati Ohio | |

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) Title of the Class of Securities To Be Sold | (b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities | SEC USE ONLY (c) Broker-Dealer File Number | (d) Number of Shares or Other Units To Be Sold (See instr. 3(c)) | (e) Aggregate Market Value (See instr. 3(d)) | (f) Number of Shares or Other Units Outstanding (See instr. 3(e)) | (g) Approximate Date of Sale (See instr. 3(f)) (MO DAY YR) | (g) Name of Each Securities Exchange (See instr. 3(g)) |
|---|---|--|---|--|--|--|--|
| Common Stock | Mellon Human Resources & Investor Solutions 85 Challenger Road, Overpeck Center Ridgefield Park, New Jersey 07660 | | 42,000 | \$3,004,260.00 (as of 2/22/06) | 272,215,820 (as of 11/26/05) | 2/24/06 | New York Stock Exchange |
| Common Stock | UBS 200 Park Avenue, 11th Floor | | 8,834 | \$631,896.02 | 272,215,820 | 2/24/06 | New York Stock |

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New York, New York 10166

(as of 2/22/06) (as of 11/26/05)

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 Social Security or I.R.S. identification number
- (c) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
- (d) 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.

1147 (01-04)

SEC

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 the Class | Date You Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired <i>(If gift, also give date donor acquired)</i> | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|--|--|-------------------------------|-----------------|-------------------|
| Common Stock | 3/28/97 | Exercise of Stock Options awarded pursuant to Issuer's 1995 Executive Equity Incentive Plan | Federated Department Stores, Inc. | 6,000 | (1) | (1) |
| Common Stock | 8/25/00 | Exercise of Stock Options awarded pursuant to Issuer's 1995 Executive Equity Incentive Plan | Federated Department Stores, Inc. | 36,000 | (2) | (2) |
| Common Stock | 3/22/05 | Acquired Pursuant to Long Term Incentive Award paid under the Issuer's 1992 Incentive Bonus Plan | Federated Department Stores, Inc. | 477 (3) | N/A | N/A |
| Common Stock | 3/26/05 | Awarded Pursuant to Issuer's 1995 Executive Equity Incentive Plan | Federated Department Stores, Inc. | 127 | N/A | N/A |
| Common Stock | 6/1/05 | Awarded Pursuant to Issuer's 1995 Executive Equity Incentive Plan | Federated Department Stores, Inc. | 8,230 | N/A | N/A |
| Common Stock | | | | | | |

INSTRUCTIONS: If the securities were purchased and full payment therefor 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

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whose account the securities are to be sold.

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

REMARKS:

- (1) Securities are to be acquired pursuant to an exercise of stock options awarded at an exercise price of \$34.375 which price will be netted out of the proceeds received upon sale of all such stock.
- (2) Securities are to be acquired pursuant to an exercise of stock options awarded at an exercise price of \$27.3125 which price will be netted out of the proceeds received upon sale of all such stock.
- (3) The amount includes 17 shares earned as dividends on the original grant.
- (4) 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 included in that definition. In addition, information shall be given as 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 material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

2/24/06

DATE OF NOTICE

/s/ Christopher M.

Kelly (4)

Christopher M. Kelly as attorney-in-fact for Janet Grove pursuant to a Power of Attorney

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.

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

SEC 1147 (01-04)