

Macy's, Inc.
Form 4
March 21, 2013

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 *
BELSKY JOEL A

(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)
03/19/2013

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)
EVP and Controller

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/19/2013		M	V	2,500	A	\$ 20.89 2,500 D
Common Stock	03/19/2013		S		2,500	D	\$ 41.56 0 D
Common Stock	03/20/2013		M	V	2,500	A	\$ 8.76 2,500 D
Common Stock	03/20/2013		S		2,500	D	\$ 41.76 0 D

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

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SEC 1474 (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 Security (Instr. 3 and 4)	Amount or Number of Shares
					V	(A)	(D)	Date Exercisable	Expiration Date		
Option to Purchase Common Stock	\$ 20.89	03/19/2013		M		2,500		03/19/2013	03/19/2020	Common Stock	2,500
Option to Purchase Common Stock	\$ 8.76	03/20/2013		M		2,500		03/20/2013	03/20/2019	Common Stock	2,500
Option to Purchase Common Stock	\$ 41.67	03/19/2013		A	10,000			<u>(1)</u>	03/19/2023	Common Stock	10,000
Restricted Stock Units	<u>(2)</u>	03/19/2013		A	3,599			03/19/2016	03/19/2016	Common Stock	3,599

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BELSKY JOEL A
C/O MACY'S, INC.
7 WEST SEVENTH STREET
CINCINNATI, OH 45202

EVP and Controller

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Joel A. Belsky pursuant to a Power of Attorney

03/21/2013

 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).

Grant to reporting person of options to purchase 10,000 shares of common stock under the Issuer's 2009 Omnibus Incentive

(1) Compensation Plan. The options become exercisable in 25% increments on March 19, 2014, March 19, 2015, March 19, 2016 and March 19, 2017.

(2) Each restricted stock unit represents the equivalent of one share of the Issuer's common stock.

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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