

Clark David Wm
Form 4
February 28, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Clark David Wm

(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)

02/24/2012

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 below) ____ Other (specify below)

Executive Vice President

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)
Common Stock	02/24/2012		M	(A) or (D) Amount 44,213 (1) Price \$ 36.99	44,213	D	
Common Stock	02/24/2012		F	18,439 D \$ 36.99	25,774	D	
Common Stock	02/27/2012		S	400 D \$ 36.76	25,374	D	
Common Stock	02/27/2012		S	5,099 D \$ 36.77	20,275	D	
Common Stock	02/27/2012		S	2,901 D \$ 36.78	17,374	D	

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Common Stock	02/27/2012	S	500	D	\$ 36.79	16,874	D	
Common Stock	02/27/2012	S	300	D	\$ 36.8	16,574	D	
Common Stock	02/27/2012	S	792	D	\$ 36.81	15,782	D	
Common Stock	02/27/2012	S	608	D	\$ 36.82	15,174	D	
Common Stock	02/12/2012	S	700	D	\$ 36.83	14,474	D	
Common Stock	02/27/2012	S	974	D	\$ 36.84	13,500	D	
Common Stock	02/27/2012	S	300	D	\$ 36.85	13,200	D	
Common Stock	02/27/2012	S	1,800	D	\$ 36.86	11,400	D	
Common Stock	02/27/2012	S	3,100	D	\$ 36.87	8,300	D	
Common Stock	02/27/2012	S	2,376	D	\$ 36.88	5,924	D	
Common Stock	02/27/2012	S	1,224	D	\$ 36.89	4,700	D	
Common Stock	02/27/2012	S	1,600	D	\$ 36.9	3,100	D	
Common Stock	02/27/2012	S	900	D	\$ 36.91	2,200	D	
Common Stock	02/27/2012	S	600	D	\$ 36.92	1,600	D	
Common Stock	02/27/2012	S	800	D	\$ 36.93	800	D	
Common Stock	02/27/2012	S	800	D	\$ 36.95	0	D	
Common Stock						1,611 ⁽²⁾	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)

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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 Underlying Security (Instr. 3 and 4)	8. Date Exercisable Expiration Date	9. Title	10. Amount or Number of Shares
Performance Restricted Stock Units	(3)	02/24/2012		M	42,808	02/24/2012	02/24/2012	Common Stock		42,808

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark David Wm C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202			Executive Vice President	

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for David Wm. Clark pursuant to a Power of Attorney

02/28/2012

__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) In addition to the shares converted as reported on Table II, the reporting person also acquired 1,405 shares of common stock for dividends accrued on those shares during the performance period for the Performance Restricted Stock units.
- (2) 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 February 27, 2012 by \$37.37, the stock price of such date.
- (3) 1-for-1 conversion.

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