

Macy's, Inc.  
Form 3  
March 02, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â COSBY MARK		(Month/Day/Year)	Macy's, Inc. [M]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/20/2009		
C/O MACY'S, INC.,Â 7 WEST SEVENTH STREET			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			President - Stores	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person
CINCINNATI,Â OHÂ 45202				
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	15,060	D	Â
Common Stock	166 <sup>(1)</sup>	I	By 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who 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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Options to Purchase Common Stock	Â (2)	07/10/2016	Common Stock	20,000	\$ 36.46	D	Â
Options to Purchase Common Stock	Â (3)	03/23/2017	Common Stock	19,722	\$ 46.15	D	Â
Options to Purchase Common Stock	Â (4)	03/21/2018	Common Stock	45,859	\$ 24.85	D	Â
Phantom Stock Units	Â (5)	Â (5)	Common Stock	12,553.18	\$ (6)	D	Â
Phantom Stock Units	Â (7)	Â (7)	Common Stock	21,730	\$ (6)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COSBY MARK C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202	Â	Â	Â President - Stores	Â

## Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Mark Cosby pursuant to a Power of Attorney

03/02/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 matching contributions 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 20, 2009 by \$8.76, the stock price as of such date.
- (2) Options became/become exercisable in 25% increments on the following dates: July 10, 2007, July 10, 2008, July 10, 2009 and July 10, 2010.
- (3) Options became/become exercisable in 25% increments on the following dates: March 23, 2008, March 23, 2009, March 23, 2010 and March 23, 2011.
- (4) Options become exercisable in 25% increments on the following dates: March 21, 2009, March 21, 2010, March 21, 2011 and March 21, 2012.
- (5) The value of the Phantom Stock Units will be payable in cash as follows: 50% on February 1, 2010 and 50% on January 31, 2011.
- (6) 1-for-1 conversion.
- (7) The value of the Phantom Stock Units will be payable in cash as follows: 50% on January 30, 2012 and 50% on February 4, 2013.

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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