#### Edgar Filing: Macy's, Inc. - Form 4

Macy's, Inc. Form 4 April 02, 2014										
FORM	Л								PPROVAL	
	UNITED	STATES		RITIES A			E COMMISSION	N OMB Number:	3235-0287	
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instructi 1(b).	<b>STATEN</b> Filed pur e. Section 17(	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 Res	ponses)									
1. Name and Address of Reporting Person <u>*</u> LEVINSON SARA			Symbol	er Name <b>an</b> , Inc. [M]		r Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 45 EAST 85TH STREET, #4D			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2014			(Check all applicable) Director Officer (give title below) below)				
(Street) NEW YORK, NY 10028			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativo	e Securities A	Person Acquired, Disposed (	of, or Beneficia	lly Owned	
	Transaction Date onth/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securi nAcquirec Disposec (Instr. 3,	ties l (A) or l of (D)	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	
Reminder: Report	on a separate line	e for each cl	ass of sec	urities bene	Perse infor requi	ons who res mation cont red to resp ays a curre	or indirectly. spond to the colle tained in this form ond unless the for ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and Amount of	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Underlying Securities	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Year)	(Instr. 3 and 4)	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		(Instr. 5)

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	Derivative Security				Acqu (A) d	oosed D) r. 3,					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	(1)	03/31/2014	А		1		(2)	(2)	Common Stock	1	\$ 56.53 ( <u>3)</u>

## **Reporting Owners**

Reporting Owner Name / Address		Relationsh	nips		
	Director	10% Owner	Officer	Other	
LEVINSON SARA 45 EAST 85TH STREET, #4D NEW YORK, NY 10028	Х				
Signatures					
/s/ Linda J. Balicki, as attorney-	in-fact for	· Sara Levins	son pursi	ant to a Power of	

Attorney Attorney

<u>\*\*</u>Signature of Reporting Person

### **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) 1-for-1 conversion.
- (2) Units are to be settled in Common Stock upon the reporting person's termination from the Board of Directors.
- (3) The price noted is the average of the value of the stock units granted each month during the quarter for which this report is filed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.

Date