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 *
Â Klein Ronald L
(Last) (First) (Middle)
C/O MACY'S, INC.,Â 7 WEST SEVENTH STREET
(Street)
CINCINNATI,Â OHÂ 45202
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/20/2009

3. Issuer Name **and** Ticker or Trading Symbol
Macy's, Inc. [M]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Stores Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

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 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 | 30,120 | D | Â |
| Common Stock | 542 (1) | 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)

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**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) |
|---|---|---|---|---|---|

| | 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) | 03/26/2014 | Common Stock | 65,000 | $ 25.005 | D | Â |
| Options to Purchase Common Stock | Â (3) | 03/25/2015 | Common Stock | 65,000 | $ 30.535 | D | Â |
| Options to Purchase Common Stock | Â (4) | 03/24/2016 | Common Stock | 38,970 | $ 36.26 | D | Â |
| Options to Purchase Common Stock | Â (5) | 03/23/2017 | Common Stock | 29,444 | $ 46.15 | D | Â |
| Options to Purchase Common Stock | Â (6) | 03/21/2018 | Common Stock | 67,515 | $ 24.85 | D | Â |
| Phantom Stock Units | Â (7) | Â (7) | Common Stock | 12,996 | $ (8) | D | Â |
| Phantom Stock Units | Â (9) | Â (9) | Common Stock | 57,369.7 | $ (8) | D | Â |
| Phantom Stock Units | Â (10) | Â (10) | Common Stock | 31,992 | $ (8) | D | Â |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Klein Ronald L<br>C/O MACY'S, INC.<br>7 WEST SEVENTH STREET<br>CINCINNATI,Â OHÂ 45202 | Â | Â | Â Chief Stores Officer | Â |

# Signatures

| | |
|---|---|
| /s/Christopher M. Kelly, as attorney-in-fact for Ronald L. Klein 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 $7.86, the stock price as of such date.

**(2)** Options became exercisable in 25% increments on the following dates: March 26, 2005, March 26, 2006, March 26, 2007 and March 26, 2008.

**(3)** Options became/become exercisable in 25% increments on the following dates: March 25, 2006, March 25, 2007, March 25 2008 and March 25, 2009.

| | |
|---|---|
| **(4)** | Options became/become exercisable in 25% increments on the following dates: March 24, 2007, March 24, 2008, March 24, 2009 and March 24 2010. |
| **(5)** | Options became/become exercisable in 25% increments on the following dates: March 23, 2008, March 23, 2009, March 23, 2010 and March 23, 2011. |
| **(6)** | Options become exercisable in 25% increments on the following dates: March 21, 2009, March 21, 2010, March 21, 2011 and March 21, 2012. |
| **(7)** | The Phantom Stock Units were acquired under the Issuer's Executive Deferred Compensation Plan and are to be settled in the Issuer's common stock upon the reporting person's retirement. |
| **(8)** | 1-for-1 conversion. |
| **(9)** | 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. |
| **(10)** | 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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