

Reardon Martine M
Form 3
February 28, 2012

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 and Ticker or Trading Symbol | |
| Â Reardon Martine M | | (Month/Day/Year) | Macy's, Inc. [M] | |
| (Last) | (First) | (Middle) | 02/24/2012 | |
| C/O MACY'S, INC., Â 7 WEST SEVENTH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CINCINNATI, Â OH Â 45202 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Chief Marketing Officer | |

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 | 3,590 | D | Â |
| Common Stock | 2,582 ⁽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) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|---------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Option to Purchase Common Stock | Â (2) | 03/28/2013 | Common Stock | 6,750 | \$ 14.285 | D | Â |
| Option to Purchase Common Stock | Â (3) | 03/26/2014 | Common Stock | 14,200 | \$ 25.005 | D | Â |
| Option to Purchase Common Stock | Â (4) | 03/25/2015 | Common Stock | 6,000 | \$ 30.535 | D | Â |
| Option to Purchase Common Stock | Â (5) | 03/24/2016 | Common Stock | 6,000 | \$ 36.26 | D | Â |
| Option to Purchase Common Stock | Â (6) | 03/23/2017 | Common Stock | 25,000 | \$ 46.15 | D | Â |
| Option to Purchase Common Stock | Â (7) | 03/21/2018 | Common Stock | 25,000 | \$ 24.85 | D | Â |
| Option to Purchase Common Stock | Â (8) | 03/20/2019 | Common Stock | 5,500 | \$ 8.76 | D | Â |
| Option to Purchase Common Stock | Â (9) | 03/19/2020 | Common Stock | 7,500 | \$ 20.89 | D | Â |
| Option to Purchase Common Stock | Â (10) | 03/25/2021 | Common Stock | 7,500 | \$ 23.43 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Reardon Martine M C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | Â | Â | Â Chief Marketing Officer | Â |

Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Martine M. Reardon 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 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 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.
- (2) Options became/become exercisable as follows: 2,250 on March 28, 2005; 2,250 on March 28, 2006; and 2,250 on March 28, 2007.

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- (3) Options became/become exercisable as follows: 3,550 on March 26, 2005; 3,550 on March 26, 2006; 3,550 on March 26, 2007 and 3,550 on March 26, 2008.
- (4) Options became/become exercisable as follows: 1,500 on March 25, 2006; 1,500 on March 25, 2007; 1,500 on March 25, 2008 and 1,500 on March 25, 2009.
- (5) Options became/become exercisable as follows: 1,500 on March 24, 2007; 1,500 on March 24, 2008; 1,500 on March 24, 2009 and 1,500 on March 24, 2010.
- (6) Options became/become exercisable as follows: 6,250 on March 23, 2008; 6,250 on March 23, 2009; 6,250 on March 23, 2010 and 6,250 on March 23, 2011.
- (7) Options became/become exercisable as follows: 6,250 on March 21, 2009; 6,250 on March 21, 2010; 6,250 on March 21, 2011 and 6,250 on March 21, 2012.
- (8) Options became/become exercisable as follows: 1,375 on March 20, 2010; 1,375 on March 20, 2011; 1,375 on March 20, 2012 and 1,375 on March 20, 2013.
- (9) Options became/become exercisable as follows: 1,875 on March 19, 2011; 1,875 on March 19, 2012; 1,875 on March 19, 2013 and 1,875 on March 19, 2014.
- (10) Options became/become exercisable as follows: 1,875 on March 25, 2012; 1,875 on March 25, 2013; 1,875 on March 25, 2014 and 1,875 on March 25, 2015.

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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