Macy's, Inc. Form 4 May 28, 2015

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**SECURITIES** 

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

#### Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

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 See Instruction

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* Harrison Robert B

(Middle)

C/O MACY'S, INC., 7 WEST SEVENTH STREET

(Street)

(First)

2. Issuer Name and Ticker or Trading Symbol

Macy's, Inc. [M]

3. Date of Earliest Transaction

(Month/Day/Year) 05/27/2015

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 Other (specify below)

Chief Omnichannel Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### CINCINNATI, OH 45202

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or			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	05/27/2015		M	10,808	` ′	\$ 36.26	47,366	D	
Common Stock	05/27/2015		S	10,808	D	\$ 67.2675	36,558	D	
Common Stock	05/27/2015		M	18,500	A	\$ 46.15	55,058	D	
Common Stock	05/27/2015		S	18,500	D	\$ 67.2222	36,558	D	
Common Stock	05/27/2015		M	30,573	A	\$ 24.85	67,131	D	

Common Stock	05/27/2015	S	30,573	D	\$ 67.1315	36,558	D	
Common Stock	05/27/2015	M	11,207	A	\$ 25.32	47,765	D	
Common Stock	05/27/2015	S	11,207	D	\$ 67.1406	36,558	D	
Common Stock						1,841 (1)	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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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 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 or 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 of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 36.26	05/27/2015		M		10,808	03/24/2007	03/24/2016	Common Stock	10,808
Option to Purchase Common Stock	\$ 46.15	05/27/2015		M		18,500	03/23/2008	03/23/2017	Common Stock	18,500
Option to Purchase Common Stock	\$ 24.85	05/27/2015		M		30,573	03/21/2009	03/21/2018	Common Stock	30,573
Option to Purchase Common Stock	\$ 25.32	05/27/2015		M		11,207	05/16/2009	05/16/2018	Common Stock	11,207

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Harrison Robert B C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202

Chief Omnichannel Officer

### **Signatures**

/s/ Linda J. Balicki, as attorney-in-fact for Robert B. Harrison pursuant to a Power of Attorney

05/28/2015

\*\*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) 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 May 27, 2015 by \$67.80, the stock price of such date.

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.

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