

Macy's, Inc.  
Form 4  
July 10, 2013

**FORM 4**

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

OMB APPROVAL

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Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 Responses)

1. Name and Address of Reporting Person \*  
**BRODERICK DENNIS J**

(Last) (First) (Middle)

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

(Street)

**CINCINNATI, OH 45202**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/10/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**EVP, Gen. Counsel and Secretary**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount or Price		
Common Stock	07/10/2013		M		18,000 A \$ 8.76	39,397	D
Common Stock	07/10/2013		S		18,000 D \$ 50.0072	21,397	D
Common Stock	07/10/2013		M		7,500 A \$ 30.535	28,897	D
Common Stock	07/10/2013		S		7,500 D \$ 50.0075	21,397	D
Common Stock	07/10/2013		M		7,500 A \$ 25.005	28,897	D

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Common Stock 07/10/2013 S 7,500 D \$ 50.0051 21,397 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Option to Purchase Common Stock	\$ 8.76	07/10/2013		M	18,000	03/20/2011 03/20/2019	Common Stock	18,000	
Option to Purchase Common Stock	\$ 30.535	07/10/2013		M	7,500	03/25/2006 03/25/2015	Common Stock	7,500	
Option to Purchase Common Stock	\$ 25.005	07/10/2013		M	7,500	03/26/2008 03/26/2014	Common Stock	7,500	

**Reporting Owners**

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

BRODERICK DENNIS J  
C/O MACY'S, INC.  
7 WEST SEVENTH STREET  
CINCINNATI, OH 45202

EVP, Gen. Counsel and Secretary

## Signatures

/s/ Linda J. Balicki, as attorney-in-fact for Dennis J. Broderick pursuant to a Power of Attorney

07/10/2013

\_\_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).

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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