

Kantor Jeffrey A
 Form 3
 November 06, 2017

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 * ^ Kantor Jeffrey A (Last) (First) (Middle) C/O MACY'S, INC., ^ 7 WEST SEVENTH STREET (Street) CINCINNATI, ^ OH ^ 45202 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 10/27/2017 | 3. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Merchandising Officer | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 28,419 | D | ^ |
| Common Stock | 6 | I | By Wife |
| Common Stock | 6,326 | 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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|---|---|--|---------------|--------------|--|
|---|---|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|----------------------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Options to purchase Common Stock | Â (1) | 03/21/2018 | Common Stock | 20,382 | \$ 24.85 | D | Â |
| Options to purchase Common Stock | Â (2) | 03/19/2020 | Common Stock | 11,212 | \$ 20.89 | D | Â |
| Options to purchase Common Stock | Â (3) | 03/25/2021 | Common Stock | 28,089 | \$ 23.43 | D | Â |
| Options to purchase Common Stock | Â (4) | 03/23/2022 | Common Stock | 24,549 | \$ 39.84 | D | Â |
| Options to purchase Common Stock | Â (5) | 03/19/2023 | Common Stock | 29,629 | \$ 41.67 | D | Â |
| Options to purchase Common Stock | Â (6) | 03/28/2024 | Common Stock | 18,877 | \$ 58.92 | D | Â |
| Options to purchase Common Stock | Â (7) | 03/27/2025 | Common Stock | 27,237 | \$ 63.65 | D | Â |
| Options to purchase Common Stock | Â (8) | 03/23/2026 | Common Stock | 45,941 | \$ 43.42 | D | Â |
| Options to purchase Common Stock | Â (9) | 03/24/2027 | Common Stock | 97,709 | \$ 28.17 | D | Â |
| Restricted Stock Units | Â (10) | Â (10) | Common Stock | 23,685 | \$ (11) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kantor Jeffrey A C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | Â | Â | Â Chief Merchandising Officer | Â |

Signatures

/s/ Steven R. Watts, as attorney-in-fact
for Jeffrey A. Kantor pursuant to a
Power of Attorney

11/06/2017

__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) Options became exercisable as follows: 5,096 on March 21, 2009; 5,095 on March 21, 2010; 5,096 on March 21, 2011 and 5,095 on March 21, 2012.
- (2) Options became exercisable as follows: 2,803 on March 19, 2011; 2,803 on March 19, 2012; 2,803 on March 19, 2013 and 2,803 on March 19, 2014.
- (3) Options became exercisable as follows: 7,023 on March 25, 2012; 7,022 on March 25, 2013; 7,022 on March 25, 2014; 7,022 on March 25, 2015.
- (4) Options became exercisable as follows: 6,138 on March 23, 2013; 6,137 on March 23, 2014; 6,137 on March 23, 2015 and 6,137 on March 23, 2016.
- (5) Options became exercisable as follows: 7,408 on March 19, 2014; 7,407 on March 19, 2015; 7,407 on March 19, 2016 and 7,407 on March 19, 2017.
- (6) Options became exercisable as follows: 4,720 on March 28, 2015; 4,719 on March 28, 2016; 4,719 on March 28, 2017 and 4,719 on March 28, 2018.
- (7) Options became exercisable as follows: 6,810 on March 27, 2016; 6,809 on March 27, 2017; 6,809 on March 27, 2018 and 6,809 on March 27, 2019.
- (8) Options became exercisable as follows: 11,486 on March 23, 2017; 11,485 on March 23, 2018; 11,485 on March 23, 2019 and 11,485 on March 23, 2020.
- (9) Options became exercisable as follows: 24,428 on March 24, 2018; 24,427 on March 24, 2019; 24,427 on March 24, 2020 and 24,427 on March 24, 2021.
- (10) The Restricted Stock Units vest on August 25, 2020.
- (11) Each restricted stock unit represents a contingent right to receive one share of Macy's Common Stock.

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.