

Macy's, Inc.
Form 3
June 03, 2016

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 Williams Felicia | | (Month/Day/Year) | Macy's, Inc. [M] | |
| (Last) | (First) | 06/01/2016 | | |
| 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 OHÂ 45202 | | | <input type="checkbox"/> Director | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <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 |
| | | | EVP,Controller/Enterprise Risk | |

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) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|

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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|---------------------------------|---------------|---------------|--------------|--------|----------------|---|---|
| Option to Purchase Common Stock | Â <u>(1)</u> | 03/23/2017 | Common Stock | 12,000 | \$ 46.15 | D | Â |
| Option to Purchase Common Stock | Â <u>(2)</u> | 03/21/2018 | Common Stock | 10,000 | \$ 24.85 | D | Â |
| Option to Purchase Common Stock | Â <u>(3)</u> | 03/19/2020 | Common Stock | 7,500 | \$ 20.89 | D | Â |
| Option to Purchase Common Stock | Â <u>(4)</u> | 03/19/2020 | Common Stock | 10,000 | \$ 20.89 | D | Â |
| Option to Purchase Common Stock | Â <u>(5)</u> | 03/25/2021 | Common Stock | 10,000 | \$ 23.43 | D | Â |
| Option to Purchase Common Stock | Â <u>(6)</u> | 03/23/2022 | Common Stock | 10,000 | \$ 39.84 | D | Â |
| Option to Purchase Common Stock | Â <u>(7)</u> | 03/19/2023 | Common Stock | 10,000 | \$ 41.67 | D | Â |
| Option to Purchase Common Stock | Â <u>(8)</u> | 03/28/2024 | Common Stock | 10,000 | \$ 58.92 | D | Â |
| Option to Purchase Common Stock | Â <u>(9)</u> | 03/27/2025 | Common Stock | 10,000 | \$ 63.65 | D | Â |
| Option to Purchase Common Stock | Â <u>(10)</u> | 03/23/2026 | Common Stock | 10,551 | \$ 43.42 | D | Â |
| Restricted Stock Units | Â <u>(11)</u> | Â <u>(11)</u> | Common Stock | 1,697 | \$ <u>(12)</u> | D | Â |
| Restricted Stock Units | Â <u>(13)</u> | Â <u>(13)</u> | Common Stock | 785 | \$ <u>(12)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------|---------------|-----------|-----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams Felicia C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | Â | Â | Â EVP, Controller/Enterprise Risk | Â |

Signatures

/s/ Mary E. Talbott, as attorney-in-fact
for Felicia Williams pursuant to a
Power of Attorney

06/03/2016

**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: 3,000 on March 23, 2008; 3,000 on March 23, 2009; 3,000 on March 23, 2010 and 3,000 on March 23, 2011.
 - (2) Options became exercisable as follows: 2,500 on March 21, 2009; 2,500 on March 21, 2010; 2,500 on March 21, 2011 and 2,500 on March 21, 2012.
 - (3) Options became 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.
 - (4) Options became exercisable as follows: 2,500 on March 19, 2011; 2,500 on March 19, 2012; 2,500 on March 19, 2013 and 2,500 on March 19, 2014.
 - (5) Options became exercisable as follows: 2,500 on March 25, 2012; 2,500 on March 25, 2013; 2,500 on March 25, 2014 and 2,500 on March 25, 2015.
 - (6) Options became exercisable as follows: 2,500 on March 23, 2013; 2,500 on March 23, 2014; 2,500 on March 23, 2015 and 2,500 on March 23, 2016.
 - (7) Options became/become exercisable as follows: 2,500 on March 19, 2014; 2,500 on March 19, 2015; 2,500 on March 19, 2016 and 2,500 on March 19, 2017.
 - (8) Options became/become exercisable as follows: 2,500 on March 28, 2015; 2,500 on March 28, 2016; 2,500 on March 28, 2017 and 2,500 on March 28, 2018.
 - (9) Options became/become exercisable as follows: 2,500 on March 27, 2016; 2,500 on March 27, 2017; 2,500 on March 27, 2018 and 2,500 on March 27, 2019.
 - (10) Options become exercisable as follows: 2,638 on March 23, 2017; 2,638 on March 23, 2018; 2,638 on March 23, 2019 and 2,637 on March 23, 2020.
 - (11) The restricted stock units were awarded on March 28, 2014 and become exercisable on March 28, 2017.
 - (12) Each restricted stock unit represents a contingent right to receive one share of Macy's common stock.
 - (13) The restricted stock units were awarded on March 27, 2015 and become exercisable on March 27, 2018.

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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