

LEVINSON SARA
Form 4
May 13, 2011

FORM 4

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

OMB APPROVAL

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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 *
LEVINSON SARA

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
165 EAST 72ND STREET, #15E
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10021

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

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

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	05/13/2011		M		5,000	A	\$ 23.505
Common Stock	05/13/2011		M		7,500	A	\$ 21.725
Common Stock	05/13/2011		M		4,000	A	\$ 15.75
Common Stock	05/13/2011		M		4,000	A	\$ 23.03
Common Stock	05/13/2011		M		3,000	A	\$ 25.32
Common Stock	05/13/2011		M		1,500	A	\$ 11.32

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Common Stock							
Common Stock	05/13/2011		S	5,000	D	\$ 28.03	20,000 D
Common Stock	05/13/2011		S	7,500	D	\$ 28.66	12,500 D
Common Stock	05/13/2011		S	8,000	D	\$ 28.64	4,500 D
Common Stock	05/13/2011		S	3,000	D	\$ 28.6367	1,500 D
Common Stock	05/13/2011		S	1,500	D	\$ 28.6602	0 D

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

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(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 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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 23.505	05/13/2011		M	5,000	05/18/2004	05/18/2011	Common Stock	5,000
Option to Purchase Common Stock	\$ 21.725	05/13/2011		M	7,500	05/17/2003	05/17/2012	Common Stock	7,500
Option to Purchase Common Stock	\$ 15.75	05/13/2011		M	4,000	05/16/2004	05/16/2013	Common Stock	4,000

Option to Purchase Common Stock	\$ 23.03	05/13/2011	M	4,000	05/21/2005	05/21/2014	Common Stock	4,000
Option to Purchase Common Stock	\$ 25.32	05/13/2011	M	3,000	05/16/2009	05/16/2018	Common Stock	3,000
Option to Purchase Common Stock	\$ 11.32	05/13/2011	M	1,500	05/15/2010	05/15/2019	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEVINSON SARA 165 EAST 72ND STREET, #15E NEW YORK, NY 10021		X		

Signatures

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

05/13/2011

__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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