

Lenehan William H
 Form 4/A
 May 15, 2018

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 *
 Lenehan William H

(Last) (First) (Middle)

591 REDWOOD
 HIGHWAY, SUITE 1150

(Street)

MILL VALLEY, CA 94941

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/31/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/03/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | Price |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|-------------------------|--|---|---------------------------------|
| | | | | | | | | |

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| (Instr. 3) Price of Derivative Security | (Month/Day/Year) | (Instr. 8) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Instr. 5) |
|--|------------------|---|--|
| Code | V | (A) | (D) |
| Date Exercisable | Date | Title | Amount or Number of Shares |
| Phantom Stock Units ⁽¹⁾ | <u>(2)</u> | 03/31/2018 | |
| A | | 899 | <u>(3)</u> |
| | | <u>(3)</u> | <u>(3)</u> |
| | | Common Stock | 899 |
| | | | \$ 26.410 <u>(4)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lenehan William H 591 REDWOOD HIGHWAY SUITE 1150 MILL VALLEY, CA 94941 | X | | | |

Signatures

/s/ Ann Munson Steines, as attorney-in-fact for William H. Lenehan pursuant to a Power of Attorney

05/15/2018

__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) This amended Form 4 is being filed to correct the number of Phantom Stock Units granted on March 31, 2018, which were previously reported incorrectly. As of March 31, 2018, the reporting person was granted only 899 Phantom Stock Units.
- (2) 1-for-1 conversion.
- (3) Units are to be settled in Common Stock upon the Reporting Person's termination from the Board of Directors.
- (4) The price noted is the average of the value of the stock units granted each month during the quarter for which this report is filed.

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.