

FEDERATED DEPARTMENT STORES INC /DE/  
 Form 4  
 December 13, 2005

**FORM 4**

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

OMB APPROVAL

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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**

2. Issuer Name and Ticker or Trading Symbol  
**FEDERATED DEPARTMENT STORES INC /DE/ [FD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Sr.VP, Secretary & Gen.Counsel

C/O FEDERATED DEPARTMENT STORES, INC., 7 WEST SEVENTH STREET

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

CINCINNATI, OH 45202

(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  | Price        |   |  |   |
| Common Stock                    | 12/12/2005                           |  | S                              |   | 400   | D \$ 68.21   | 5,062   | D  |   |
| Common Stock                    | 12/12/2005                           |  | S                              |   | 3,600   | D \$ 68.2    | 1,462   | D  |   |
| Common Stock                    | 12/12/2005                           |  | M                              |   | 7,400   | A \$ 51.25   | 8,862   | D  |   |
| Common Stock                    | 12/12/2005                           |  | M                              |   | 5,600   | A \$ 32.4375 | 14,462  | D  |   |
|                                 | 12/12/2005                           |  | S                              |   | 13,000  | D \$ 68      | 1,462   | D  |   |

Common  
Stock

Common  
Stock

489 <sup>(1)</sup>

I

By 401(k)  
Plan

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 |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                         | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                           | (D)                        |
| Options to Purchase Common Stock           | \$ 51.25   | 12/12/2005                           |  | M                              | 7,400   | <sup>(2)</sup> 03/27/2008                                | Common Stock  | 7,400                         |                            |
| Options to Purchase Common Stock           | \$ 32.4375   | 12/12/2005                           |  | M                              | 5,600   | <sup>(3)</sup> 02/25/2010                                | Common Stock  | 5,600                         |                            |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

BRODERICK DENNIS J  
C/O FEDERATED DEPARTMENT STORES,  
INC.  
7 WEST SEVENTH STREET  
CINCINNATI, OH 45202

Sr.VP, Secretary & Gen.Counsel

## Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Dennis J. Broderick pursuant to a Power of Attorney

12/13/2005

\_\_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) Reflects matching contributions under the Isser's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of December 12, 2005 by \$67.95, the stock price of such date.
- (2) Options became exercisable as follows: 3,600 on March 27, 1999, 3,600 on March 27, 2000 and 200 on March 27, 2001.
- (3) Options became exercisable as follows: 1,400 on March 24, 2001, 1,400 on March 24, 2002, 1,400 on March 24, 2003 and 1,400 on March 24, 2004.

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.