

Macy's, Inc.  
 Form 3  
 February 10, 2015

**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 * LANGENSTEIN MOLLY (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) 02/01/2015	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 Private Brand 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
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**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	1,067	D	
Common Stock	2,603 <sup>(1)</sup>	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 Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Option to Purchase Common Stock	Â (2)	03/25/2021	Common Stock	1,875	\$ 23.43	D	Â
Option to Purchase Common Stock	Â (3)	03/23/2022	Common Stock	3,750	\$ 39.84	D	Â
Option to Purchase Common Stock	Â (4)	03/19/2023	Common Stock	5,625	\$ 41.67	D	Â
Option to Purchase Common Stock	Â (5)	03/28/2024	Common Stock	7,500	\$ 58.92	D	Â
Restricted Stock Units	Â (6)	Â (6)	Common Stock	6,275	\$ (7)	D	Â
Restricted Stock Units	Â (8)	Â (8)	Common Stock	4,799	\$ (7)	D	Â
Restricted Stock Units	Â (9)	Â (9)	Common Stock	3,394	\$ (7)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANGENSTEIN MOLLY C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202	Â	Â	Â Chief Private Brand Officer	Â

## Signatures

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

02/10/2015

\*\*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) Reflects the reporting person's interest in Macy's stock under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of February 6, 2015 by \$63.73, the stock price of such date.
  - (2) Options become exercisable as follows: 1,875 on March 25, 2015.
  - (3) Options become exercisable as follows: 1,875 on March 23, 2015 and 1,875 on March 23, 2016.
  - (4) Options become exercisable as follows: 1,875 on March 19, 2015; 1,875 on March 19, 2016 and 1,875 on March 19, 2017.
  - (5) Options become exercisable as follows: 1,875 on March 28, 2015; 1,875 on March 28, 2016; 1,875 on March 28, 2017 and 1,875 on March 28, 2018.

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- (6) The restricted stock units vest on March 23, 2015.
- (7) Each restricted stock unit represents a contingent right to receive one share of Macy's common stock.
- (8) The restricted stock units vest on March 19, 2016.
- (9) The restricted stock units vest on March 28, 2017.

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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