

FEDERATED DEPARTMENT STORES INC /DE/
Form 4
August 21, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TYSOE RONALD W

(Last) (First) (Middle)

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

(Street)

CINCINNATI, OH 45202

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Vice Chair

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	08/18/2006		M		100,000	A	\$ 16.2187	100,000	D
Common Stock	08/18/2006		M		50,000	A	\$ 14.285	150,000	D
Common Stock	08/18/2006		S		100,000	D	\$ 37.4067	50,000	D
Common Stock	08/18/2006		S		50,000	D	\$ 37.4344	0	D
								942 ⁽¹⁾	I

Common
StockBy
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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Option to Purchase Common Stock	\$ 16.2187 (2)	08/18/2006		M	100,000 (2)	(3) 02/25/2010	Common Stock 100,000 (2)
Option to Purchase Common Stock	\$ 14.285 (4)	08/18/2006		M	50,000 (4)	(5) 03/28/2013	Common Stock 50,000 (4)

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

TYSOE RONALD W
C/O FEDERATED DEPARTMENT STORES, INC.
7 WEST SEVENTH STREET
CINCINNATI, OH 45202

Vice Chair

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Ronald W. Tysoe pursuant to a Power of Attorney

08/21/2006

**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 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 August 18, 2006, by \$37.33, the stock price of such date.
- (2) This option was previously reported as covering 50,000 shares at an exercise price of \$32.4375 per share, but was adjusted to reflect the Issuer's 2-for-1 stock split that occurred on June 9, 2006.
- (3) The options became exercisable as follows: 25,000 on March 24, 2001, 25,000 on March 24, 2002, 25,000 on March 24, 2003 and 25,000 on March 24, 2004.
- (4) This option was previously reported as covering 65,000 shares at an exercise price of \$28.57, but was adjusted to reflect the Issuer's 2-for-1 stock split that occurred on June 9, 2006.
- (5) Options became exercisable as follows: 32,500 on March 28, 2004 and 17,500 on March 28, 2005.

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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