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FEDERATED DEPARTMENT STORES INC /DE/ Form 4 March 16, 2007 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading WEATHERUP CRAIG Issuer Symbol FEDERATED DEPARTMENT (Check all applicable) STORES INC /DE/ [FD] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) **C/OTHE PEPSI-COLA** 03/15/2007 COMPANY, ONE PEPSI WAY (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting **SOMERS, NY 10589** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 4. Securities Acquired 1.Title of 3. 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 03/15/2007 Μ 7,000 А $13,000^{(1)}$ D Stock 19.125 Common 03/15/2007 S 2,000 D D \$44.3 11,000 Stock Common 03/15/2007 S 300 D \$44.33 10,700 D Stock Common S D 03/15/2007 1,700 D \$44.32 9,000 Stock Common 03/15/2007 S 2.000 D \$44.38 7,000 D Stock

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Common Stock 03/15/2007

S 1,000 D \$44.39 6,000 D

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

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 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. Transactic Code (Instr. 8)	Transaction of Derivative Code Securities		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 or Number of Shares	
Options to Purchase Common Stock	\$ 19.125 (2)	03/15/2007		М	7,000 (2)	(3)	05/16/2007	Common Stock	7,000 (2)	

Reporting Owners

Reporting Owner Name / AddressRelationshipsDirector10% OwnerOfficerOtherWEATHERUP CRAIG
C/OTHE PEPSI-COLA COMPANY
ONE PEPSI WAY
SOMERS, NY 10589XXX

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Craig E. Weatherup pursuant to a Power of Attorney 03/16/2007

**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) On June 9, 2006, the common stock of the Issuer split 2-for-1, resulting in the reporting person's ownership of 3,000 additional shares of common stock.
- (2) This option grant was previously reported as covering a total of 3,500 shares at an exercise price of \$38.25, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (3) Options became exercisable as follows: 1,750 on May 16, 1998, 1,750 on May 16, 1999, 1,750 on May 16, 2000 and 1,750 on May 16, 2001.

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.