

FEDERATED DEPARTMENT STORES INC /DE/

Form 4

March 16, 2007

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEATHERUP CRAIG**

(Last) (First) (Middle)

**C/OTHE PEPSI-COLA  
COMPANY, ONE PEPSI WAY**

(Street)

**SOMERS, NY 10589**

(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)  
**03/15/2007**

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/15/2007		M		7,000	A \$ 19.125	13,000 <sup>(1)</sup>	D	
Common Stock	03/15/2007		S		2,000	D \$ 44.3	11,000	D	
Common Stock	03/15/2007		S		300	D \$ 44.33	10,700	D	
Common Stock	03/15/2007		S		1,700	D \$ 44.32	9,000	D	
Common Stock	03/15/2007		S		2,000	D \$ 44.38	7,000	D	

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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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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 (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
Options to Purchase Common Stock	\$ 19.125 (2)	03/15/2007		M	7,000 (2)	(3) 05/16/2007	Common Stock	7,000 (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
WEATHERUP CRAIG C/OTHE PEPSI-COLA COMPANY ONE PEPSI WAY SOMERS, NY 10589	X

## 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.

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