

FEDERATED DEPARTMENT STORES INC /DE/  
 Form 4  
 March 16, 2007

**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 \*  
**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)
				(A) or (D)	Price		
Common Stock	03/15/2007		M	A	\$ 19.125	13,000 <sup>(1)</sup>	D
Common Stock	03/15/2007		S	D	\$ 44.3	11,000	D
Common Stock	03/15/2007		S	D	\$ 44.33	10,700	D
Common Stock	03/15/2007		S	D	\$ 44.32	9,000	D
Common Stock	03/15/2007		S	D	\$ 44.38	7,000	D



## 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.