Macy's, Inc. Form 4 October 04, 2016

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

(Print or Type Responses)

(Last)

(City)

1.Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person * **BOLLENBACH STEPHEN F**

(First)

(Middle)

(Zip)

Execution Date, if

(Month/Day/Year)

C/O TIME WARNER INC., ONE

TIME WARNER CENTER

(Street)

(State)

(Month/Day/Year)

NEW YORK, NY 10019

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading Symbol

Macy's, Inc. [M]

3. Date of Earliest Transaction

(Month/Day/Year) 09/30/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

3.

Code

(Instr. 8)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person

4. Securities

Disposed of (D)

(Instr. 3, 4 and 5)

(A)

or

TransactionAcquired (A) or

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of

Securities Beneficially Owned Following

Issuer

below)

X_ Director

Officer (give title

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any

5. Number 6. Date Exercisable and Transactionof **Expiration Date** Code Derivative (Month/Day/Year)

7. Title and Amount of 8. Price **Underlying Securities** (Instr. 3 and 4)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Form filed by More than One Reporting

6. Ownership

Form: Direct

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Estimated average

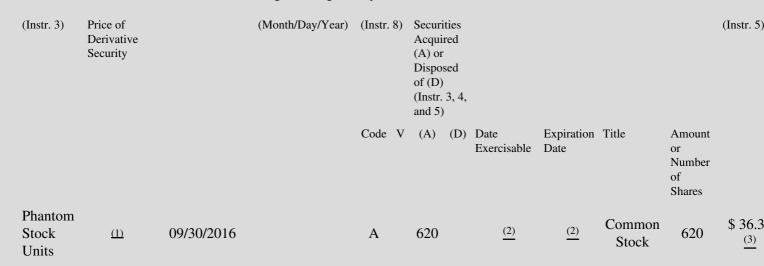
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1

Derivati

Security

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Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BOLLENBACH STEPHEN F

BOLLENBACH STEPHEN F C/O TIME WARNER INC. ONE TIME WARNER CENTER NEW YORK, NY 10019



Signatures

/s/ Mary E. Talbott, as attorney-in-fact for Stephen Bollenbach pursuant to a Power of Attorney

10/04/2016

**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) 1-for-1 conversion.
- (2) Units are to be settled in Common Stock upon the reporting person's termination from the Board of Directors.
- (3) The price noted is the average of the value of the stock units granted each month during the quarter for which this report is filed.

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.

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