

FEDERATED DEPARTMENT STORES INC /DE/  
 Form 4  
 March 24, 2005

**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 \*  
**KRONICK SUSAN D**

(Last) (First) (Middle)

C/O FEDERATED DEPARTMENT STORES, 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)  
 03/22/2005

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)  
 Vice Chair

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                    | 03/22/2005                           |  | M                              |   | 1,075.91  | A  | \$ 0  |
| Common Stock                    | 03/22/2005                           |  | F                              |   | 384   | D  | \$ 62.32  |
| Common Stock                    |                                      |  |                                |   |   | I  | 1,550 <sup>(3)</sup>                                  |

By  
 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 Number Shares |
| Phantom Stock Units                        | (4)  | 03/22/2005                           |  | M                              | 1,075.91  | 03/22/2005   | 03/22/2005  | Common Stock | 1,075.               |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |            |       |
|---|---------------|-----------|------------|-------|
|   | Director      | 10% Owner | Officer    | Other |
| KRONICK SUSAN D<br>C/O FEDERATED DEPARTMENT STORES<br>7 WEST SEVENTH STREET<br>CINCINNATI, OH 45202 |               |           | Vice Chair |       |

## Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Susan D. Kronick pursuant to a Power of Attorney 03/24/2005

\_\_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) This number includes 21.60 shares received March 22, 2005 pursuant to a dividend reinvestment feature of the Issuer's long term incentive plan. The fractional share that remained after adding the 1,075.91 shares, being reported herein, and the aforementioned dividends was .51. This fractional share was paid out in cash pursuant to the Issuer's long term incentive plan and therefore is not reflected in this amount.
  - (2) Fractional share of .71 previously reported was paid out in cash pursuant to the Issuer's long term incentive plan.
  - (3) Reflects matching contributions under the Issuer's 401(K) plan, derived by dividing the value of undivided interest of the reporting person in the applicable investment fund as of March 22, 2005 by \$61.45, the stock price of such date.
  - (4) 1-for-1 conversion.

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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