Macy's, Inc.
Form 3
April 03, 2017

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â Lennox Richard A

(Last) (First) (Middle)

C/O MACYS, INC.,Â 7 WEST SEVENTH STREET

(Street)

CINCINNATI,Â OHÂ 45202

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/24/2017

3. Issuer Name **and** Ticker or Trading Symbol
Macy's, Inc. [M]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chief Marketing Officer

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

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	10	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Options to Purchase Common Stock	Â (1)	09/20/2026	Common Stock	84,937	$ 43.42	D	Â
Options to Purchase Common Stock	Â (2)	03/24/2027	Common Stock	73,282	$ 28.17	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	21,453	$ (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lennox Richard A C/O MACYS, INC. 7 WEST SEVENTH STREET CINCINNATI,Â OHÂ 45202	Â	Â	Â Chief Marketing Officer	Â

Signatures

/s/ Ann Munson Steines, as attorney-in-fact for Richard A. Lennox pursuant to a Power of Attorney — 04/03/2017

**Signature of Reporting Person — Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Options become exercisable as follows: 21,235 on September 20, 2017; 21,234 on September 20, 2018; 21,234 on September 20, 2019 and 21,234 on September 20, 2020.

(2) Options become exercisable as follows: 18,321 on March 24, 2018; 18,321 on March 24, 2019; 18,320 on March 24, 2020 and 18,320 on March 24, 2021.

(3) The restricted stock units vest as follows: 10,727 on September 20, 2018 and 10,726 on September 20, 2019.

(4) Each restricted stock unit represents a contingent right to receive one share of Macy's common stock.

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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