

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Spring Antony | | (Month/Day/Year) | Macy's, Inc. [M] | |
| (Last) | (First) | (Middle) | 03/24/2017 | |
| C/O MACY'S, INC., Â 7 WEST SEVENTH STREET | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| CINCINNATI, Â OH Â 45202 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman & CEO, Bloomingdale's | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 14,690 | 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) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|----------------------------------|------------------|-----------------|------------------------------|----------------------------|
| Options to Purchase Common Stock | Â (1) | 03/21/2018 | Common Stock 38,216 \$ 24.85 | D Â |
| Options to Purchase Common Stock | 03/20/2013 | 03/20/2019 | Common Stock 6,463 \$ 8.76 | D Â |
| Options to Purchase Common Stock | Â (2) | 03/19/2020 | Common Stock 21,023 \$ 20.89 | D Â |
| Options to Purchase Common Stock | Â (3) | 03/25/2021 | Common Stock 42,134 \$ 23.43 | D Â |
| Options to Purchase Common Stock | Â (4) | 03/23/2022 | Common Stock 24,549 \$ 39.84 | D Â |
| Options to Purchase Common Stock | Â (5) | 03/19/2023 | Common Stock 24,691 \$ 41.67 | D Â |
| Options to Purchase Common Stock | Â (6) | 03/28/2024 | Common Stock 23,597 \$ 58.92 | D Â |
| Options to Purchase Common Stock | Â (7) | 03/27/2025 | Common Stock 23,099 \$ 63.65 | D Â |
| Options to Purchase Common Stock | Â (8) | 03/23/2026 | Common Stock 38,961 \$ 43.42 | D Â |
| Options to Purchase Common Stock | Â (9) | 03/24/2027 | Common Stock 73,282 \$ 28.17 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Spring Antony C/O MACY'S, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | Â | Â | Â Chairman & CEO, Bloomingdale's | Â |

Signatures

/s/ Ann Munson Steines, as attorney-in-fact for Tony Spring 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 became exercisable as follows: 9,554 on March 21, 2009; 9,554 on March 21, 2010; 9,554 on March 21, 2011 and 9,554 on March 21, 2012.

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- (2) Options became exercisable as follows: 5,256 on March 19, 2011; 5,256 on March 19, 2012; 5,256 on March 19, 2013 and 5,255 on March 19, 2014.
- (3) Options became exercisable as follows: 10,534 on March 25, 2012; 10,534 on March 25, 2013; 10,533 on March 25, 2014; 10,533 on March 25, 2015.
- (4) Options became exercisable as follows: 6,138 on March 23, 2013; 6,137 on March 23, 2014; 6,137 on March 23, 2015 and 6,137 on March 23, 2016.
- (5) Options became exercisable as follows: 6,173 on March 19, 2014; 6,173 on March 19, 2015; 6,173 on March 19, 2016 and 6,172 on March 19, 2017.
- (6) Options became exercisable as follows: 5,900 on March 28, 2015; 5,899 on March 28, 2016; 5,899 on March 28, 2017 and 5,899 on March 28, 2018.
- (7) Options became exercisable as follows: 5,775 on March 27, 2016; 5,775 on March 27, 2017; 5,775 on March 27, 2018 and 5,774 on March 27, 2019.
- (8) Options became exercisable as follows: 9,741 on March 23, 2017; 9,740 on March 23, 2018; 9,740 on March 23, 2019 and 9,740 on March 23, 2020.
- (9) 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.

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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