

GROVE JANET  
Form 4  
March 06, 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 \*  
GROVE JANET

2. Issuer Name and Ticker or Trading Symbol  
FEDERATED DEPARTMENT STORES INC /DE/ [FD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2007

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Vice Chair

C/O FEDERATED DEPARTMENT STORES INC, 7 WEST SEVENTH STREET

(Street)

4. 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

CINCINNATI, OH 45202

(City) (State) (Zip)

**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   |  |   |         |   |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |   |         |   |  |
| Common Stock                    | 03/02/2007                           |  | M                              |   | 30,000  | A  | \$ 19.0312  | 30,262  | D |  |
| Common Stock                    | 03/02/2007                           |  | M                              |   | 42,000  | A  | \$ 25.625   | 72,262  | D |  |
| Common Stock                    | 03/02/2007                           |  | S                              |   | 30,000  | D  | \$ 44.3126  | 42,262  | D |  |
| Common Stock                    | 03/02/2007                           |  | S                              |   | 42,000  | D  | \$ 44.3097  | 262     | D |  |
|                                 |                                      |  |                                |   |   |  |   | 453 (1) | I |  |

Common  
Stock

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 or Number of Shares |
| Options to Purchase Common Stock           | \$ 19.0312<br><u>(2)</u>                               | 03/02/2007                           |  | M                              | 30,000<br><u>(2)</u>  | 03/26/2003   | 03/26/2009  | Common Stock | 30,000<br><u>(2)</u>       |
| Options to Purchase Common Stock           | \$ 25.625<br><u>(3)</u>                                | 03/02/2007                           |  | M                              | 42,000<br><u>(3)</u>  | <u>(4)</u>   | 03/27/2008  | Common Stock | 42,000<br><u>(3)</u>       |

## Reporting Owners

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

## Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Janet Grove pursuant to a Power of Attorney

03/06/2007

\_\_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) Reflects matching contributions under the Issuer's 401(k) plan, derived by dividing the value of the undivided interest of the reporting person in the applicable investment fund as of March 2, 2007 by \$44.25, the stock price of such date.
- (2) This option grant was previously reported as covering a total of 15,000 shares at an exercise price of \$38.0625, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (3) This option grant was previously reported as covering a total of 42,000 shares at an exercise price of \$51.25, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (4) Options became exercisable as follows: 21,000 on March 27, 2001 and 21,000 on March 27, 2002.

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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