

FEDERATED DEPARTMENT STORES INC /DE/
Form 11-K
March 31, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2005

or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from ___ to ___

Commission file number: 1-13536

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:
Executive Deferred Compensation Plan of Federated Department Stores, Inc.

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive
office:

Federated Department Stores, Inc.

7 West Seventh Street
Cincinnati, Ohio 45202

and

151 West 34th Street
New York, New York 10001

EXECUTIVE DEFERRED COMPENSATION PLAN OF
FEDERATED DEPARTMENT STORES, INC.

Financial Statements

As of December 31, 2005 and 2004 and for
the Years Ended December 31, 2005, 2004 and 2003

With Report of Independent Registered Public Accounting Firm

EXECUTIVE DEFERRED COMPENSATION PLAN OF
FEDERATED DEPARTMENT STORES, INC.

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Report of Independent Registered Public Accounting Firm

Statements of Assets Available for Plan Benefits -

December 31, 2005 and 2004

Statements of Changes in Assets Available for Plan Benefits -

Years Ended December 31, 2005, 2004 and 2003

Notes to Financial Statements

Report of Independent Registered Public Accounting Firm

Pension and Profit Sharing Committee
Federated Department Stores, Inc.:

We have audited the accompanying statements of assets available for plan benefits of Executive Deferred Compensation Plan of Federated Department Stores, Inc. (the Plan) as of December 31, 2005 and 2004, and the related statements of changes in assets available for plan benefits for each of the years in the three year period ended December 31, 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for plan benefits of the Plan as of December 31, 2005 and 2004, and the changes in assets available for plan benefits for each of the years in the three year period ended December 31, 2005, in conformity with U.S. generally accepted accounting principles.

KPMG LLP

Cincinnati, Ohio
March 27, 2006

EXECUTIVE DEFERRED COMPENSATION PLAN OF

FEDERATED DEPARTMENT STORES, INC.

Statements of Assets Available for Plan Benefits

December 31, 2005 and 2004

	<u>2005</u>	<u>2004</u>
Receivables from Federated Department Stores, Inc. - Cash Credits	\$26,456,594	\$23,291,122
Federated Department Stores, Inc. common stock - Stock Credits	<u>33,704,328</u>	<u>29,847,090</u>
Assets available for plan benefits	<u>\$60,160,922</u>	<u>\$53,138,212</u>

The accompanying notes are an integral part of these financial statements.

EXECUTIVE DEFERRED COMPENSATION PLAN OF

FEDERATED DEPARTMENT STORES, INC.

Statement of Changes in Assets Available for Plan Benefits

Year Ended December 31, 2005

<u>Cash</u> <u>Credits</u>	<u>Stock</u> <u>Credits</u>	<u>Total</u>
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Interest income	\$ 997,739	\$ -	\$ 997,739
Dividend income	-	383,853	383,853
Unrealized appreciation on Federated Department Stores, Inc. common stock	-	4,160,551	4,160,551
Participant contributions	<u>3,144,829</u>	<u>1,131,241</u>	<u>4,276,070</u>
Total additions	4,142,568	5,675,645	9,818,213
Distributions	<u>977,096</u>	<u>1,818,407</u>	<u>2,795,503</u>
Net additions to assets available for plan benefits	3,165,472	3,857,238	7,022,710
Assets available for plan benefits:			
Beginning of year	<u>23,291,122</u>	<u>29,847,090</u>	<u>53,138,212</u>
End of year	<u>\$26,456,594</u>	<u>\$33,704,328</u>	<u>\$60,160,922</u>

The accompanying notes are an integral part of these financial statements.

EXECUTIVE DEFERRED COMPENSATION PLAN OF
FEDERATED DEPARTMENT STORES, INC.

Statement of Changes in Assets Available for Plan Benefits

Year Ended December 31, 2004

<u>Cash</u>	<u>Stock</u>	<u>Total</u>
<u>Credits</u>	<u>Credits</u>	

Interest income	\$ 725,012	\$ -	\$ 725,012
Dividend income	-	265,075	265,075
Unrealized appreciation on Federated Department Stores, Inc. common stock	-	5,482,331	5,482,331
Participant contributions	<u>3,340,250</u>	<u>1,042,072</u>	<u>4,382,322</u>
Total additions	4,065,262	6,789,478	10,854,740
Distributions	<u>1,198,757</u>	<u>1,205,148</u>	<u>2,403,905</u>
Net additions to assets available for plan benefits	2,866,505	5,584,330	8,450,835
Assets available for plan benefits:			
Beginning of year	<u>20,424,617</u>	<u>24,262,760</u>	<u>44,687,377</u>
End of year	<u>\$23,291,122</u>	<u>\$29,847,090</u>	<u>\$53,138,212</u>

The accompanying notes are an integral part of these financial statements.

EXECUTIVE DEFERRED COMPENSATION PLAN OF
FEDERATED DEPARTMENT STORES, INC.

Statement of Changes in Assets Available for Plan Benefits

Year Ended December 31, 2003

	<u>Cash Credits</u>	<u>Stock Credits</u>	<u>Total</u>
Interest income	\$ 431,331	\$ -	\$ 431,331
Dividend income	-	188,933	188,933
Unrealized appreciation on Federated Department Stores, Inc. common stock	-	9,252,740	9,252,740
Participant contributions	<u>2,677,021</u>	<u>769,427</u>	<u>3,446,448</u>
Total additions	3,108,352	10,211,100	13,319,452
Distributions	<u>1,701,780</u>	<u>661,668</u>	<u>2,363,448</u>
Net additions to assets available for plan benefits	1,406,572	9,549,432	10,956,004
Assets available for plan benefits:			
Beginning of year	<u>19,018,045</u>	<u>14,713,328</u>	<u>33,731,373</u>
End of year	<u>\$20,424,617</u>	<u>\$24,262,760</u>	<u>\$44,687,377</u>

The accompanying notes are an integral part of these financial statements.

EXECUTIVE DEFERRED COMPENSATION PLAN OF
FEDERATED DEPARTMENT STORES, INC.

Notes to Financial Statements

December 31, 2005, 2004 and 2003

1. Description of the Plan

The following brief description of the Executive Deferred Compensation Plan of Federated Department Stores, Inc. (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is sponsored by Federated Department Stores, Inc. (the "Company"). The Plan, as amended, enables key employees of the Company to defer cash (and prior to January 1, 2005, certain stock option compensation) for personal income tax purposes. The nonqualified Plan was adopted in 1993 and is not subject to the provisions of the Employee Retirement Income Security Act of 1974.

Eligibility and Vesting

The Plan covers key employees, as designated by the Company and defined in the Plan document. Participation is voluntary and participants can elect to make contributions to the Plan. Participants are 100% vested in the Plan at all times.

Participant Accounts

An account is maintained for each participant in the Plan, which shows the participant's separate interest in the Cash Credit and Stock Credit portions of the Plan. If a Cash Credit is elected, the participant's account shall be credited, as of the end of each calendar quarter, with the dollar amount of deferred compensation. At the end of each calendar quarter, the Cash Credit account shall be credited with interest at a rate equal to one-quarter of the percent per annum on United States Five-Year Treasury Bills as of the last day of such calendar quarter. If a Stock Credit is elected, the participant's account shall be credited, as of the end of each calendar quarter, with a stock equivalent which shall be the number of full shares of common stock of the Company that is

transferred to or purchased by the Grantor Trust (defined later) with the amount of deferred compensation and with the dollar amount of any part of such credit that is not convertible into a full share. At the end of each calendar quarter, the Stock Credit account shall be credited with a dividend equivalent as declared by the Company, if any, upon each share of common stock during such calendar quarter.

Participants are eligible for distribution of their benefits upon retirement, death, termination of service, in the event of a designated change of control of the Company and in the event of immediate unexpected financial needs of the participant, as the Plan is not subject to the hardship rules of Section 401 of the Internal Revenue Code. Participants, prior to termination, may request to receive the balance of their cash and stock credit accounts in one to fifteen approximately equal installments. Such requests are subject to committee approval.

Effective January 1, 2002, participants have the ability to defer cash compensation on a short-term basis, for a minimum of five years. At the time of such deferral election, participants may request to receive the balance of this short-term deferral account in one to fifteen approximately equal installments. Notwithstanding, participants are eligible for distribution of this short-term account as well as other balances due them under the Plan upon retirement, death, termination of service, in the event of a designated change of control of the Company and in the event of immediate unexpected financial needs of the participant, as the Plan is not subject to the hardship rules of Section 401 of the Internal Revenue Code.

For deferrals to the Plan on or after January 1, 2005, participants must make an election to receive the balance of these cash and stock credit accounts in one to fifteen approximately equal installments prior to the deferral. Subsequent changes are subject to restrictions. If no election is made, the cash and stock credit accounts will be paid out in five approximately equal installments.

Grantor Trust

The Company established a Grantor (Rabbi) Trust, a wholly owned subsidiary of the Company, intended to meet the safe harbor provisions of RevProc 92-64, for the benefit of participants' Stock Credits under the Plan. The Trust shall be governed by and subject to the terms of a trust agreement entered into between the Company, as grantor, and the trustee.

2. **Summary of Significant Accounting Policies**

a) **Basis of Presentation**

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

b) **Investments**

The Plan's investments consist of receivables from the Company and common stock of the Company, both of which exceed 5% of assets available for plan benefits. The Company maintains separate book accounts for the benefit of each Plan participant and periodically credits such accounts for deferred compensation, interest and dividend income and distributions. Company shares are allocated to participant accounts based on the share price on the date of purchase. The stock credits had a cost basis of \$18,447,095 (508,131 shares) and \$18,007,974 (516,475 shares) at December 31, 2005 and December 31, 2004, respectively. At December 31, 2005, there were 65 participants in the Cash Credit portion of the Plan, 63 participants in the Stock Credit portion of the Plan and 220 participants in both the Cash Credit portion and Stock Credit portion of the Plan. At December 31, 2004, there were 68 participants in the Cash Credit portion of the Plan, 74 participants in the Stock Credit portion of the Plan and 219 participants in both the Cash Credit portion and Stock Credit portion of the Plan.

c) Risks and Uncertainties

The Plan invests in common stock of the Company. Securities investments, in general, are exposed to various risks, such as interest rates, credit, and overall market volatility risks. Due to the general level of risk associated with securities investments and the additional risks associated with investment in a single security, it is at least reasonably possible that a change in the value of the Company's stock will occur in the near term and that such a change could materially affect the amount reported in the statement of assets available for benefits.

d) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Such estimates and assumptions are subject to inherent uncertainties, which may result in actual amounts differing from reported amounts.

3. Plan Termination

Although the Company has not expressed any intent to terminate the Plan, it may do so at any time. In the event the Plan is terminated, all sums credited to individual accounts would be distributed to participants.

4. Administrative Expenses

All administrative costs of the Plan are borne by the Company.

5. Tax Status

The Plan is not subject to Federal Income Tax. It is operated as a nonqualified deferred compensation arrangement that effectively defers compensation. The related Grantor (Rabbi) Trust is intended to conform to the safe harbor terms of the model trust as described in Rev. Proc. 92-64.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Pension and Profit Sharing Committee (which is the administrative committee for the Executive Deferred Compensation Plan of Federated Department Stores, Inc.) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Executive Deferred Compensation Plan of
FEDERATED DEPARTMENT STORES, INC.

By: /s/ David W. Clark

David W. Clark
Pension and Profit Sharing Committee
Federated Department Stores, Inc.

Dated: March 31, 2006