

WHITTINGTON MARNA C

Form 4

March 05, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WHITTINGTON MARNA C

(Last) (First) (Middle)

2959 BARLEY MILL ROAD

(Street)

YORKLYN, DE 19736

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Macy's, Inc. [M]

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

03/02/2018

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)

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)
Common Stock	03/02/2018		M	10,000 A	\$ 25.32	54,834	D
Common Stock	03/02/2018		S	10,000 D	\$ 30.3	44,834	D
Common Stock	03/02/2018		M	10,000 A	\$ 11.32	54,834	D
Common Stock	03/02/2018		S	10,000 D	\$ 30.3	44,834	D

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 25.32	03/02/2018		M	10,000	<u>(1)</u> 05/16/2018	Common Stock	10,000
Option to Purchase Common Stock	\$ 11.32	03/02/2018		M	10,000	<u>(2)</u> 05/15/2019	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WHITTINGTON MARNA C 2959 BARLEY MILL ROAD YORKLYN, DE 19736	X

Signatures

/s/ Ann Munson Steines, as attorney-in-fact for Marna C. Whittington pursuant to a Power of Attorney

03/05/2018

__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) Grant to reporting person of options to purchase 10,000 shares of common stock under the Issuer's 1994 Stock Incentive Plan. The options became exercisable in 25% increments on May 16, 2009, May 16, 2010, May 16, 2011, and May 16, 2012.
- (2) Grant to reporting person of options to purchase 10,000 shares of common stock under the Issuer's 1994 Stock Incentive Plan. The options became exercisable in 25% increments on May 15, 2010, May 15, 2011, May 15, 2012, and May 15, 2013.

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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