

FEDERATED DEPARTMENT STORES INC /DE/

Form 4

March 06, 2007

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 *
BRODERICK DENNIS J

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)

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

(Street)

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

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
SVP, Secretary & Gen. Counsel

CINCINNATI, OH 45202

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

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

(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/02/2007		M		24,000	A	\$ 21.5	26,924 ⁽¹⁾	D	
Common Stock	03/02/2007		M		4,600	A	\$ 14.285	31,524	D	
Common Stock	03/02/2007		S		24,000	D	\$ 44.2885	7,524	D	
Common Stock	03/02/2007		S		4,600	D	\$ 44.2796	2,924	D	
								1,268 ⁽²⁾	I	

Common
StockBy 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	\$ 21.5 ⁽³⁾	03/02/2007		M		24,000 <u>(3)</u>		06/01/2005	06/08/2011	Common Stock	24,000 <u>(3)</u>
Options to Purchase Common Stock	\$ 14.285 <u>(4)</u>	03/02/2007		M		4,600 <u>(4)</u>		03/28/2006	03/28/2013	Common Stock	4,600 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BRODERICK DENNIS J
C/O FEDERATED DEPARTMENT STORES, INC.
7 WEST SEVENTH STREET
CINCINNATI, OH 45202

SVP, Secretary & Gen. Counsel

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Dennis J. Broderick 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) On June 9, 2006, the common stock of the Issuer split 2-for-1, resulting in the reporting person's ownership of 1,462 additional shares of common stock.
- (2) 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.
- (3) This option grant was previously reported as covering a total of 60,000 shares at an exercise price of \$43.00, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (4) This option grant was previously reported as covering a total of 23,000 shares at an exercise price of \$28.57, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.

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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