

FEDERATED DEPARTMENT STORES INC /DE/

Form 4

March 23, 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 *
LUNDRGREN TERRY 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)

3. Date of Earliest Transaction
(Month/Day/Year)
03/22/2007

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman, President & CEO

**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)
☒ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/22/2007		M		225,000	A	\$ 25.625	483,168	D	
Common Stock	03/22/2007		S		5,000	D	\$ 46	478,168	D	
Common Stock	03/22/2007		S		37,300	D	\$ 46.01	440,868	D	
Common Stock	03/22/2007		S		4,600	D	\$ 46.02	436,268	D	
	03/22/2007		S		2,100	D	\$ 46.03	434,168	D	

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Common
Stock

Common Stock	03/22/2007	S	6,100	D	\$ 46.04	428,068	D
Common Stock	03/22/2007	S	23,200	D	\$ 46.05	404,868	D
Common Stock	03/22/2007	S	7,300	D	\$ 46.06	397,568	D
Common Stock	03/22/2007	S	11,200	D	\$ 46.07	386,368	D
Common Stock	03/22/2007	S	5,400	D	\$ 46.08	380,968	D
Common Stock	03/22/2007	S	6,600	D	\$ 46.09	374,368	D
Common Stock	03/22/2007	S	8,400	D	\$ 46.1	365,968	D
Common Stock	03/22/2007	S	12,100	D	\$ 46.11	353,868	D
Common Stock	03/22/2007	S	5,700	D	\$ 46.12	348,168	D
Common Stock	03/22/2007	S	6,000	D	\$ 46.13	342,168	D
Common Stock	03/22/2007	S	8,400	D	\$ 46.14	333,768	D
Common Stock	03/22/2007	S	10,200	D	\$ 46.15	323,568	D
Common Stock	03/22/2007	S	4,300	D	\$ 46.16	319,268	D
Common Stock	03/22/2007	S	1,200	D	\$ 46.17	318,068	D
Common Stock	03/22/2007	S	3,800	D	\$ 46.18	314,268	D
Common Stock	03/22/2007	S	9,200	D	\$ 46.2	305,068	D
Common Stock	03/22/2007	S	3,800	D	\$ 46.21	301,268	D
Common Stock	03/22/2007	S	7,000	D	\$ 46.22	294,268	D
Common Stock	03/22/2007	S	900	D	\$ 46.23	293,368	D
	03/22/2007	S	1,000	D	\$ 46.24	292,368	D

Common
Stock

Common Stock	03/22/2007	S	1,200	D	\$ 46.25	291,168	D
Common Stock	03/22/2007	S	1,800	D	\$ 46.26	289,368	D
Common Stock	03/22/2007	S	8,700	D	\$ 46.3	280,668	D
Common Stock	03/22/2007	S	4,100	D	\$ 46.31	276,568	D

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 of Number of Shares
Options to Purchase Common Stock	\$ 25.625 (1)	03/22/2007		M	225,000 (1)	(2) 03/27/2008	Common Stock	225,000 (1)	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

X

Chairman, President & CEO

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Terry J. Lundgren pursuant to a Power of Attorney

03/23/2007

__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) This option grant was previously reported as covering a total of 150,000 shares at an exercise price of \$51.25, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (2) Options became exercisable as follows: 37,500 on March 27, 1999, 37,500 on March 27, 2000, 75,000 on March 27, 2001 and 75,000 on March 27, 2002.

Remarks:

This Form 4 represents 1 of 2 forms being filed to capture all the transactions of the reporting person on March 22, 2007.

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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