

GROVE JANET
Form 4
April 19, 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)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Chair

C/O FEDERATED DEPARTMENT STORES INC, 7 WEST SEVENTH 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 | 04/17/2007 | | M | | 130,000 | A | \$ 14.285 |
| Common Stock | 04/17/2007 | | S | | 3,000 | D | \$ 45.14 |
| Common Stock | 04/17/2007 | | S | | 4,500 | D | \$ 45.15 |
| Common Stock | 04/17/2007 | | S | | 1,500 | D | \$ 45.16 |
| | 04/17/2007 | | S | | 1,000 | D | \$ 45.19 |

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| | | | | | | | |
|-----------------|------------|---|--------|---|----------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 04/17/2007 | S | 2,900 | D | \$ 45.2 | 168,123 | D |
| Common Stock | 04/17/2007 | S | 2,500 | D | \$ 45.21 | 165,623 | D |
| Common Stock | 04/17/2007 | S | 4,200 | D | \$ 45.22 | 161,423 | D |
| Common Stock | 04/17/2007 | S | 8,900 | D | \$ 45.23 | 152,523 | D |
| Common Stock | 04/17/2007 | S | 3,500 | D | \$ 45.24 | 149,023 | D |
| Common Stock | 04/17/2007 | S | 300 | D | \$ 45.26 | 148,723 | D |
| Common Stock | 04/17/2007 | S | 3,100 | D | \$ 45.27 | 145,623 | D |
| Common Stock | 04/17/2007 | S | 1,900 | D | \$ 45.28 | 143,723 | D |
| Common Stock | 04/17/2007 | S | 6,100 | D | \$ 45.29 | 137,623 | D |
| Common Stock | 04/17/2007 | S | 4,300 | D | \$ 45.3 | 133,323 | D |
| Common Stock | 04/17/2007 | S | 3,200 | D | \$ 45.31 | 130,123 | D |
| Common Stock | 04/17/2007 | S | 15,800 | D | \$ 45.32 | 114,323 | D |
| Common Stock | 04/17/2007 | S | 12,500 | D | \$ 45.33 | 101,823 | D |
| Common Stock | 04/17/2007 | S | 14,700 | D | \$ 45.34 | 87,123 | D |
| Common Stock | 04/17/2007 | S | 10,200 | D | \$ 45.35 | 76,923 | D |
| Common Stock | 04/17/2007 | S | 5,500 | D | \$ 45.36 | 71,423 | D |
| Common Stock | 04/17/2007 | S | 12,700 | D | \$ 45.37 | 58,723 | D |
| Common Stock | 04/17/2007 | S | 3,600 | D | \$ 45.38 | 55,123 | D |
| Common Stock | 04/17/2007 | S | 600 | D | \$ 45.39 | 54,523 | D |
| | 04/17/2007 | S | 3,500 | D | \$ 45.4 | 51,023 | D |

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 April 18, 2007 by \$44.80, the stock price of such date.
- (2) The option grant was previously reported as covering a total of 65,000 shares at an exercise price of \$28.57, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (3) The options became exercisable as follows: 32,500 on March 28, 2004, 32,500 on March 28, 2005, 32,500 on March 28, 2006 and 32,500 on March 28, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.