GROVE JANET Form 4 April 19, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:

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obligations

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 may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **GROVE JANET**

2. Issuer Name and Ticker or Trading Symbol

FEDERATED DEPARTMENT

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last)

(First)

(Middle)

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

STORES INC /DE/ [FD]

X_ Officer (give title below)

Director

10% Owner Other (specify

04/17/2007

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

Vice Chair

Applicable Line)

X 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. Transactic Code (Instr. 8) | 4. Securitie order Disposed (Instr. 3, 4 | d of (Ľ |)) | 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 | 04/17/2007 | | M | 130,000 | A | \$ 14.285 | 181,023 | D | | |
| Common Stock | 04/17/2007 | | S | 3,000 | D | \$ 45.14 | 178,023 | D | | |
| Common Stock | 04/17/2007 | | S | 4,500 | D | \$ 45.15 | 173,523 | D | | |
| Common Stock | 04/17/2007 | | S | 1,500 | D | \$ 45.16 | 172,023 | D | | |
| | 04/17/2007 | | S | 1,000 | D | \$ 45.19 | 171,023 | D | | |

| 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 |

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Common Stock

Common Stock 04/18/2007 S 523 D \$44.95 50,500 D

Common Stock $535 \, \underline{^{(1)}} \qquad \qquad I \qquad \qquad \frac{\text{By } 401(\text{k})}{\text{Plan}}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 o Number o Shares |
| Options to Purchase Common Stock | \$ 14.285 (2) | 04/17/2007 | | M | | 130,000 | (3) | 03/28/2013 | Common Stock | 130,000 (2) |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GROVE JANET C/O FEDERATED DEPARTMENT STORES INC 7 WEST SEVENTH STREET CINCINNATI, OH 45202

Vice Chair

Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Janet Grove pursuant to a Power of Attorney 04/19/2007

**Signature of Reporting Person Date

Reporting Owners 3

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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.