

(Print or Type Responses)

| | | | | | | | | | | | |
|---|--|---|--|-----------------------------------|---|--|------------|--|--|---|--|
| 1. Name and Address of Reporting Person * Kirgan Danielle L. | | | 2. Issuer Name and Ticker or Trading Symbol Macy's, Inc. [M] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director10% Owner</div> <div>X Officer (give title below)Chief Transformation Officer</div> | | | | | |
| (Last)(First)(Middle) C/O MACY'S, INC., 151 WEST 34TH STREET | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/09/2020 | | | | | | | | |
| (Street) NEW YORK, NY 10001 | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <div>X Form filed by One Reporting Person</div> <div>Form filed by More than One Reporting Person</div> | | | | | |
| (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 | | | |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | Code | V | | | | Date Exercisable | Expiration Date | | | | | Title |
| Restricted Stock Units | (1) | 07/09/2020 | | A | | 190,045 | | (2) | (2) | Common Stock | 190,045 | \$ 0 | 190,045 | D | |
| Restricted Stock Units | (1) | 07/09/2020 | | A | | 263,951 | | (3) | (3) | Common Stock | 263,951 | \$ 0 | 263,951 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kirgan Danielle L. C/O MACY'S, INC. 151 WEST 34TH STREET NEW YORK, NY 10001 | | | Chief Transformation Officer | |

Signatures

| | |
|---|------------|
| /s/ Steven R. Watts, as attorney-in-fact for Danielle L. Kirgan pursuant to a Power of Attorney | 07/10/2020 |
| 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) Each restricted stock unit represents the equivalent of one share of the Issuer's common stock.

- (2) The restricted stock units vest one-fourth on each of the first, second, third and fourth anniversaries of the date granted.
- (3) The restricted stock units vest one-third on the first anniversary and two-thirds on the second anniversary.

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.