

FEDERATED DEPARTMENT STORES INC /DE/

Form 4

April 04, 2006

**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

OMB  
Number: 3235-0287  
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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**WEATHERUP CRAIG**

(Last) (First) (Middle)

**C/O THE PEPSI-COLA  
COMPANY, ONE PEPSI WAY**

(Street)

**SOMERS, NY 10589**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FEDERATED DEPARTMENT  
STORES INC /DE/ [FD]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/31/2006**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                      | Code V Amount                                                              | 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  
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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<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount of<br>Underlying Securities | 8. Price of<br>Derivative |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------------|--------------------------------------------|-------------------------------------------------|---------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|-----------------|--------------------------------------------|-------------------------------------------------|---------------------------|

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| Security<br>(Instr. 3)    | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)    |                    | Security<br>(Instr. 5) |                                        |                |
|---------------------------|---------------------------------------------------|-------------------------|--------------------|-------------------------------------------------------------------------------------------------|------------------|-----|---------------------|--------------------|------------------------|----------------------------------------|----------------|
|                           |                                                   |                         | Code               | V                                                                                               | (A)              | (D) | Date<br>Exercisable | Expiration<br>Date | Title                  | Amount<br>or<br>Number<br>of<br>Shares |                |
| Phantom<br>Stock<br>Units | (1)                                               | 03/31/2006              | A                  |                                                                                                 | 180              |     | (2)                 | (2)                | Common<br>Stock        | 180                                    | \$ 70.7<br>(3) |
| Phantom<br>Stock<br>Units | (1)                                               | 03/31/2006              | A                  |                                                                                                 | 180              |     | (4)                 | (4)                | Common<br>Stock        | 180                                    | \$ 70.7<br>(3) |

## Reporting Owners

| Reporting Owner Name / Address                                                     | Relationships                    |
|------------------------------------------------------------------------------------|----------------------------------|
|                                                                                    | Director 10% Owner Officer Other |
| WEATHERUP CRAIG<br>C/O THE PEPSI-COLA COMPANY<br>ONE PEPSI WAY<br>SOMERS, NY 10589 | X                                |

## Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Craig E. Weatherup pursuant to a Power of Attorney 04/04/2006

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) 1-for-1 conversion.
- (2) Units are to be settled in Common Stock upon the Reporting Person's termination from the Board of Directors.
- (3) The price noted is the average of the value of stock units granted each month during the quarter for which this report is filed.
- (4) Units are to be received by Reporting Person upon termination from the Board of Directors.

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.