

FEDERATED DEPARTMENT STORES INC /DE/  
 Form 4  
 March 27, 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 \*  
 COLE THOMAS L

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                    | 03/26/2007                           |  | M                              |   | 144,000   | A  | \$ 16.2187  | 223,066 | D |  |
| Common Stock                    | 03/26/2007                           |  | S                              |   | 13,800  | D  | \$ 46.3   | 209,266 | D |  |
| Common Stock                    | 03/26/2007                           |  | S                              |   | 11,600  | D  | \$ 46.31  | 197,666 | D |  |
| Common Stock                    | 03/26/2007                           |  | S                              |   | 14,400  | D  | \$ 46.32  | 183,266 | D |  |
|                                 | 03/26/2007                           |  | S                              |   | 36,400  | D  | \$ 46.33  | 146,866 | D |  |

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|              |            |   |        |   |          |                      |   |                      |
|--------------|------------|---|--------|---|----------|----------------------|---|----------------------|
| Common Stock |            |   |        |   |          |                      |   |                      |
| Common Stock | 03/26/2007 | S | 12,300 | D | \$ 46.34 | 134,566              | D |                      |
| Common Stock | 03/26/2007 | S | 13,600 | D | \$ 46.35 | 120,966              | D |                      |
| Common Stock | 03/26/2007 | S | 17,100 | D | \$ 46.36 | 103,866              | D |                      |
| Common Stock | 03/26/2007 | S | 2,100  | D | \$ 46.37 | 101,766              | D |                      |
| Common Stock | 03/26/2007 | S | 700    | D | \$ 46.38 | 101,066              | D |                      |
| Common Stock | 03/26/2007 | S | 1,000  | D | \$ 46.39 | 100,066              | D |                      |
| Common Stock | 03/26/2007 | S | 2,000  | D | \$ 46.4  | 98,066               | D |                      |
| Common Stock | 03/26/2007 | S | 3,700  | D | \$ 46.41 | 94,366               | D |                      |
| Common Stock | 03/26/2007 | S | 2,500  | D | \$ 46.42 | 91,866               | D |                      |
| Common Stock | 03/26/2007 | S | 5,800  | D | \$ 46.43 | 86,066               | D |                      |
| Common Stock | 03/26/2007 | S | 1,900  | D | \$ 46.45 | 84,166               | D |                      |
| Common Stock | 03/26/2007 | S | 1,500  | D | \$ 46.46 | 82,666               | D |                      |
| Common Stock | 03/26/2007 | S | 1,600  | D | \$ 46.47 | 81,066               | D |                      |
| Common Stock | 03/26/2007 | S | 2,000  | D | \$ 46.48 | 79,066               | D |                      |
| Common Stock |            |   |        |   |          | 8,949 <sup>(1)</sup> | I | By<br>401(k)<br>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)

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| 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 or Number of Shares |
| Options to Purchase Common Stock           | \$ 16.2187<br>(2)                                      | 03/26/2007                           |  | M                              | 72,000<br>(2)   | 02/25/2004   | 02/25/2010  | Common Stock | 72,000<br>(2)              |
| Options to Purchase Common Stock           | \$ 16.2187<br>(2)                                      | 03/26/2007                           |  | M                              | 72,000<br>(2)   | (3)  | 02/25/2010  | Common Stock | 72,000<br>(2)              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |            |       |
|---|---------------|-----------|------------|-------|
|   | Director      | 10% Owner | Officer    | Other |
| COLE THOMAS L<br>C/O FEDERATED DEPARTMENT STORES INC<br>7 WEST SEVENTH STREET<br>CINCINNATI, OH 45202 |               |           | Vice Chair |       |

## Signatures

/s/Christopher M. Kelly, as attorney-in-fact for Thomas L. Cole pursuant to a Power of Attorney 03/27/2007

\_\_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) 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 March 23, 2007 by \$46.51, the stock price of such date.
- (2) This option grant was previously reported as covering a total of 36,000 shares at an exercise price of \$32.4375, but was adjusted to reflect the Issuer's stock split that occurred on June 9, 2006.
- (3) Options became exercisable as follows: 18,000 on February 25, 2001, 18,000 on February 25, 2002, 18,000 on February 25, 2003 and 18,000 on February 25, 2004.

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.