

FEDERATED DEPARTMENT STORES INC /DE/

Form 4

March 10, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRONICK SUSAN D

(Last) (First) (Middle)

**C/O FEDERATED DEPARTMENT
STORES, 7 WEST SEVENTH
STREET**

(Street)

CINCINNATI, OH 45202

(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)
03/09/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	03/09/2006		M		70,000	A	\$ 51.25	85,525 ⁽¹⁾	D
Common Stock	03/09/2006		M		23,000	A	\$ 32.4375	108,525	D
Common Stock	03/09/2006		M		23,000	A	\$ 27.3125	131,525	D
Common Stock	03/09/2006		S		116,000	D	\$ 71.2686	15,525	D
								1,643 ⁽²⁾	I

Common
StockBy
401(k)
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. 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
Option to Purchase Common Stock	\$ 51.25	03/09/2006		M		70,000		<u>(3)</u>	03/27/2008	Common Stock	70,000
Option to Purchase Common Stock	\$ 32.4375	03/09/2006		M		23,000		<u>(4)</u>	02/25/2010	Common Stock	23,000
Option to Purchase Common Stock	\$ 27.3125	03/09/2006		M		23,000		<u>(5)</u>	08/25/2010	Common Stock	23,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRONICK SUSAN D
C/O FEDERATED DEPARTMENT STORES
7 WEST SEVENTH STREET
CINCINNATI, OH 45202

Vice Chair

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Susan D. Kronick pursuant to a Power of Attorney

03/10/2006

__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) Includes 1 share issued April 1, 2005 which was a dividend on shares granted under the Issuer's long term incentive plan.
- (2) 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 9, 2006 by \$71.29, the stock price of such date.
- (3) Options became exercisable as follows: 17,500 on March 27, 1999, 17,500 on March 27, 2000, 17,500 on March 27, 2001 and 17,500 on March 27, 2002.
- (4) Options became exercisable as follows: 5,750 on February 25, 2001, 5,750 on February 25, 2002, 5,750 on February 25, 2003 and 5,750 on February 25, 2004.
- (5) Options became exercisable as follows: 5,750 on August 25, 2001, 5,750 on August 25, 2002, 5,750 on August 25, 2003 and 5,750 on August 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.