

Macy's, Inc.  
Form 11-K  
March 31, 2009  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the fiscal year ended December 31, 2008

or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission file number: 1-13536

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:  
Macy's, Inc. Executive Deferred Compensation Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive  
office:

Macy's, Inc.  
7 West Seventh Street  
Cincinnati, Ohio 45202

and

151 West 34th Street  
New York, New York 10001

MACY S, INC. EXECUTIVE DEFERRED COMPENSATION PLAN

Financial Statements

As of December 31, 2008 and 2007 and for

the Years Ended December 31, 2008, 2007 and 2006

With Report of Independent Registered Public Accounting Firm



MACY S, INC. EXECUTIVE DEFERRED COMPENSATION PLAN

**Index**

Report of Independent Registered Public Accounting Firm	1
Statements of Assets Available for Plan Benefits - December 31, 2008 and 2007	2
Statements of Changes in Assets Available for Plan Benefits - Years Ended December 31, 2008, 2007 and 2006	3-5
Notes to Financial Statements	6-9

Report of Independent Registered Public Accounting Firm

Pension and Profit Sharing Committee  
Macy s, Inc.:

We have audited the accompanying statements of assets available for plan benefits of Macy s, Inc. Executive Deferred Compensation Plan (the Plan ) as of December 31, 2008 and 2007, and the related statements of changes in assets available for plan benefits for each of the years in the three year period ended December 31, 2008. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board

(United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for plan benefits of the Plan as of December 31, 2008 and 2007, and the changes in assets available for plan benefits for each of the years in the three year period ended December 31, 2008, in conformity with U.S. generally accepted accounting principles.

/s/ KPMG LLP

Cincinnati, Ohio  
March 27, 2009

MACY S, INC. EXECUTIVE DEFERRED COMPENSATION PLAN

Statements of Assets Available for Plan Benefits

Index

December 31, 2008 and 2007

---

	<u>2008</u>	<u>2007</u>
Receivables from Macy's, Inc. - Cash Credits.....	\$30,995,184	\$30,586,464
Macy's, Inc. common stock		
1,040,645 shares with a cost basis		
of \$20,757,065 at December 31, 2008 and	<u>10,770,676</u>	<u>25,779,039</u>
996,484 shares with a cost basis		
of \$20,166,424 at December 31, 2007 .....		
Assets available for plan benefits.....	<u>\$41,765,860</u>	<u>\$56,365,503</u>

The accompanying notes are an integral part of these financial statements.

## MACY'S, INC. EXECUTIVE DEFERRED COMPENSATION PLAN

## Statement of Changes in Assets Available for Plan Benefits

Year Ended December 31, 2008

---

	<u>Cash</u> <u>Credits</u>	<u>Stock</u> <u>Credits</u>	<u>Total</u>
Interest income.....	\$ 763,213	\$ -	\$ 763,213
Dividend income.....	-	519,658	519,658
Unrealized depreciation on Macy's, Inc. common stock.....	-	(15,033,387)	(15,033,387)
Participant contributions.....	<u>2,191,295</u>	<u>1,156,457</u>	<u>3,347,752</u>
Total additions (reductions).....	2,954,508	(13,357,272)	(10,402,764)
Distributions.....	<u>2,545,788</u>	<u>1,651,091</u>	<u>4,196,879</u>
Net additions (reductions) to assets available for plan benefits.....	408,720	(15,008,363)	(14,599,643)
Assets available for plan benefits:			
Beginning of year.....	<u>30,586,464</u>	<u>25,779,039</u>	<u>56,365,503</u>
End of year.....	<u>\$30,995,184</u>	<u>\$10,770,676</u>	<u>\$41,765,860</u>

The accompanying notes are an integral part of these financial statements.

## MACY'S, INC. EXECUTIVE DEFERRED COMPENSATION PLAN

## Statement of Changes in Assets Available for Plan Benefits

Year Ended December 31, 2007

---

	Cash	Stock	
	<u>Credits</u>	<u>Credits</u>	<u>Total</u>
Interest income.....	\$ 1,212,217	\$ -	\$ 1,212,217
Dividend income.....	-	500,178	500,178
Unrealized depreciation on Macy's, Inc.			
common stock.....	-	(11,646,081)	(11,646,081)
Participant contributions.....	<u>3,322,698</u>	<u>1,429,111</u>	<u>4,751,809</u>
Total additions (reductions).....	4,534,915	(9,716,792)	(5,181,877)
Distributions.....	<u>1,948,878</u>	<u>3,796,865</u>	<u>5,745,743</u>
Net additions (reductions) to assets available for plan benefits.....	2,586,037	(13,513,657)	(10,927,620)
Assets available for plan benefits:			
Beginning of year.....	<u>28,000,427</u>	<u>39,292,696</u>	<u>67,293,123</u>
End of year.....	<u>\$30,586,464</u>	<u>\$25,779,039</u>	<u>\$56,365,503</u>

The accompanying notes are an integral part of these financial statements.



## MACY'S, INC. EXECUTIVE DEFERRED COMPENSATION PLAN

## Statement of Changes in Assets Available for Plan Benefits

Year Ended December 31, 2006

---

	Cash	Stock	
	<u>Credits</u>	<u>Credits</u>	<u>Total</u>
Interest income.....	\$ 1,231,656	\$ -	\$ 1,231,656
Dividend income.....	-	513,702	513,702
Unrealized appreciation on Macy's, Inc.			
common stock.....	-	4,585,997	4,585,997
Participant contributions.....	<u>3,142,817</u>	<u>1,347,601</u>	<u>4,490,418</u>
Total additions.....	4,374,473	6,447,300	10,821,773
Distributions.....	<u>2,830,640</u>	<u>858,932</u>	<u>3,689,572</u>
Net additions to assets available for plan benefits.....	1,543,833	5,588,368	7,132,201
Assets available for plan benefits:			
Beginning of year.....	<u>26,456,594</u>	<u>33,704,328</u>	<u>60,160,922</u>
End of year.....	<u>\$28,000,427</u>	<u>\$39,292,696</u>	<u>\$67,293,123</u>

The accompanying notes are an integral part of these financial statements.

MACY'S, INC. EXECUTIVE DEFERRED COMPENSATION PLAN

Notes to Financial Statements

December 31, 2008, 2007 and 2006

---

**1. Description of the Plan**

The following brief description of the Macy's, Inc. Executive Deferred Compensation Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

## **General**

The Plan is sponsored by Macy's, Inc. (the Company). The Plan, as amended, enables key employees of the Company to defer cash (and prior to January 1, 2005, certain stock option compensation) for personal income tax purposes. The nonqualified Plan was adopted in 1993 and is not subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended.

### **Eligibility and Vesting**

The Plan covers key employees, as designated by the Company and defined in the Plan document. Participation is voluntary and participants can elect to make contributions to the Plan. Participants are 100% vested in the Plan at all times.

## Participant Accounts

An account is maintained for each participant in the Plan, which shows the participant's separate interest in the Cash Credit and Stock Credit portions of the Plan. If a Cash Credit is elected, the participant's account shall be credited, as of the end of each calendar quarter, with the dollar amount of deferred compensation. At the end of each calendar quarter, the Cash Credit account shall be credited with interest at a rate equal to one-quarter of the percent per annum on United States Five-Year Treasury Bills as of the last day of such calendar quarter. If a Stock Credit is elected, the participant's account shall be credited, as of the end of each calendar quarter, with a stock equivalent which shall be the number of full shares of common stock of the Company that is transferred to or purchased by the Grantor Trust (defined later) with the amount of deferred compensation and with the dollar amount of any part of such credit that is not convertible into a full share. At the end of each calendar quarter, the Stock Credit account shall be credited with a dividend equivalent as declared by the Company, if any, upon each share of common stock during such calendar quarter.

Participants are eligible for distribution of their benefits upon retirement, death, termination of service, in the event of a designated change of control of the Company and in the event of immediate unexpected financial needs of the participant, as the Plan is not subject to the hardship rules of Section 401 of the Internal Revenue Code. Participants, prior to termination, may request to receive the balance of their cash and stock credit accounts in one to fifteen approximately equal installments. Such requests are subject to the Pension and Profit Sharing Committee of Macy's, Inc.'s approval.

Participants also have the ability to defer cash compensation on a short-term basis, for a minimum of five years. At the time of such deferral election, participants may request to receive the balance of this short-term deferral account in one to fifteen approximately equal installments. Notwithstanding, participants are eligible for distribution of this short-term account as well as other balances due to them under the Plan upon retirement, death, termination of service, in the event of a designated change of control of the Company and in the event of immediate unexpected financial needs of the participant, as the Plan is not subject to the hardship rules of Section 401 of the Internal Revenue Code.

For deferrals to the Plan on or after January 1, 2005, participants must make an election to receive the balance of these cash and stock credit accounts in one to fifteen approximately equal installments prior to the deferral. Subsequent changes are subject to restrictions. If no election is made, the cash and stock credit accounts will be paid out in five approximately equal installments.

### Grantor Trust

The Company established a Grantor (Rabbi) Trust, a wholly owned subsidiary of the Company, intended to meet the safe harbor provisions of RevProc 92-64, for the benefit of participants' Stock Credits under the Plan. The Trust shall be governed by and subject to the terms of a trust agreement entered into between the Company, as grantor, and the

trustee.

## 2. Summary of Significant Accounting Policies

### a) Basis of Presentation

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting.

### b) Investments

The Plan's investments consist of receivables from the Company and common stock of the Company, both of which exceed 5% of assets available for Plan benefits. The Company maintains separate book accounts for the benefit of each Plan participant and periodically credits such accounts for deferred compensation, interest and dividend income and distributions. The share amounts have been adjusted for the two-for-one stock split effected in the form of a stock dividend distributed on June 9, 2006. Company shares are allocated to participant accounts based on t