

FEDERATED DEPARTMENT STORES INC /DE/
 Form 4
 August 21, 2006

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 *
 TYSOE RONALD W

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
 Officer (give title below)
 ____ 10% Owner
 ____ 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) | (A) or (D) | Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|------------|---|--|--|
| Common Stock | 08/18/2006 | | M | 100,000 | A | \$ 16.2187 | 100,000 | D | |
| Common Stock | 08/18/2006 | | M | 50,000 | A | \$ 14.285 | 150,000 | D | |
| Common Stock | 08/18/2006 | | S | 100,000 | D | \$ 37.4067 | 50,000 | D | |
| Common Stock | 08/18/2006 | | S | 50,000 | D | \$ 37.4344 | 0 | D | |
| | | | | | | | 942 (1) | I | |

Common
Stock

By
401(k)
Plan

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.

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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 of Number of Shares |
| Option to Purchase Common Stock | \$ 16.2187 (2) | 08/18/2006 | | M | 100,000 (2) | (3) 02/25/2010 | Common Stock | 100,000 (2) | |
| Option to Purchase Common Stock | \$ 14.285 (4) | 08/18/2006 | | M | 50,000 (4) | (5) 03/28/2013 | Common Stock | 50,000 (4) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| TYSOE RONALD W C/O FEDERATED DEPARTMENT STORES, INC. 7 WEST SEVENTH STREET CINCINNATI, OH 45202 | | | Vice Chair | |

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for Ronald W. Tysoe pursuant to a Power of Attorney

08/21/2006

__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) 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 August 18, 2006, by \$37.33, the stock price of such date.
- (2) This option was previously reported as covering 50,000 shares at an exercise price of \$32.4375 per share, but was adjusted to reflect the Issuer's 2-for-1 stock split that occurred on June 9, 2006.
- (3) The options became exercisable as follows: 25,000 on March 24, 2001, 25,000 on March 24, 2002, 25,000 on March 24, 2003 and 25,000 on March 24, 2004.
- (4) This option was previously reported as covering 65,000 shares at an exercise price of \$28.57, but was adjusted to reflect the Issuer's 2-for-1 stock split that occurred on June 9, 2006.
- (5) Options became exercisable as follows: 32,500 on March 28, 2004 and 17,500 on March 28, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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