

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
STIRITZ WILLIAM P

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)

10401 CLAYTON RD, STE 101

(Street)

ST LOUIS, MO 63131

(City)

(State)

(Zip)

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

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

☒ 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 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	03/31/2006		P		8,000	A	\$ 73.1	11,628	D
Common Stock	03/31/2006		P		6,000	A	\$ 73.11	17,628	D
Common Stock	03/31/2006		P		500	A	\$ 73.12	18,128	D
Common Stock	03/31/2006		P		300	A	\$ 73.14	18,428	D
Common Stock	03/31/2006		P		20,400	A	\$ 73.15	38,828	D

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Common Stock	03/31/2006	P	6,900	A	\$ 73.16	45,728	D	
Common Stock	03/31/2006	P	8,100	A	\$ 73.17	53,828	D	
Common Stock	03/31/2006	P	42,500	A	\$ 73.33	96,328	D	
Common Stock	03/31/2006	P	1,200	A	\$ 73.37	97,528	D	
Common Stock	03/31/2006	P	11,200	A	\$ 73.4	108,728	D	
Common Stock	03/31/2006	P	17,000	A	\$ 73.41	125,728	D	
Common Stock	03/31/2006	P	20,400	A	\$ 73.42	146,128	D	
Common Stock	03/31/2006	P	4,500	A	\$ 43.46	150,628	D	
Common Stock	03/31/2006	P	1,000	A	\$ 73.47	151,628	D	
Common Stock	03/31/2006	P	3,000	A	\$ 73.5	154,628	D	
Common Stock	03/31/2006	P	9,700	A	\$ 73.71	164,328	D	
Common Stock	03/31/2006	P	6,000	A	\$ 73.79	170,328	D	
Common Stock	03/31/2006	P	25,800	A	\$ 73.8	196,128	D	
Common Stock	03/31/2006	P	5,000	A	\$ 73.42	5,000	I	By wife
Common Stock	03/31/2006	P	4,000	A	\$ 73.43	9,000	I	By wife
Common Stock	03/31/2006	P	4,500	A	\$ 73.44	13,500	I	By wife
Common Stock	03/31/2006	P	36,500	A	\$ 73.45	50,000	I	By wife
Common Stock	03/31/2006	P	9,600	A	\$ 73.41	59,600	I	By son
Common Stock	03/31/2006	P	4,300	A	\$ 73.38	63,900	I	By son
Common Stock	03/31/2006	P	1,100	A	\$ 73.36	65,000	I	By son
	03/31/2006	P	6,600	A	\$ 73.4	71,600	I	By son

Common
Stock

Common Stock	03/31/2006	P	5,400	A	\$ 73.41	77,000	I	By son
Common Stock	03/31/2006	P	3,000	A	\$ 73.33	80,000	I	By son
Common Stock	03/31/2006	P	7,500	A	\$ 73.31	203,628	D	

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)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock Units	<u>(1)</u>	03/31/2006		A	163	<u>(2)</u>	<u>(2)</u>	Common Stock	163	\$ 70.7 <u>(3)</u>
Phantom Stock Units	<u>(1)</u>	03/31/2006		A	161	<u>(4)</u>	<u>(4)</u>	Common Stock	161	\$ 70.7 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STIRITZ WILLIAM P 10401 CLAYTON RD STE 101 ST LOUIS, MO 63131	X			

Signatures

/s/Padma Tatta Cariappa, as attorney-in-fact for William P. Stiritz 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 the stock units granted each month during the quarter for which this report is filed.
- (4) Units are to be received by the 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.