

Treadway Brandy L
 Form 3
 August 22, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>^ Treadway Brandy L</p> <p>(Last) (First) (Middle)</p> <p>C/O J. C. PENNEY COMPANY, INC., ^ 6501 LEGACY DRIVE</p> <p>(Street)</p> <p>PLANO, ^ TX ^ 75024</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/18/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>J C PENNEY CO INC [JCP]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>SVP, General Counsel</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock of 50 cents Par Value | 27,294.28 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Phantom Stock Units | Â (1) | Â (1) | Common Stock | 1,344.2709 | \$ (1) | D | Â |
| Employee stock option/Right to Buy | Â (2) | 03/12/2022 | Common Stock | 1,884 | \$ 37.63 | D | Â |
| Employee stock option/Right to Buy | Â (3) | 04/02/2023 | Common Stock | 3,890 | \$ 14.43 | D | Â |
| Employee stock option/Right to Buy | Â (4) | 03/18/2025 | Common Stock | 9,233 | \$ 7.77 | D | Â |
| Employee stock option/Right to Buy | Â (5) | 03/05/2027 | Common Stock | 25,597 | \$ 5.96 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Treadway Brandy L C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024 | Â | Â | Â SVP, General Counsel | Â |

Signatures

*** /s/ Salil R. Virkar, attorney
in fact

08/22/2017

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents equivalent shares based on units of participation in the JCPenney stock fund credited to Ms. Treadway's account under the Company's Mirror Savings Plan. Each phantom stock unit entitles the reporting person to receive, on the applicable payment date, the cash value of one share of JCPenney common stock. The reporting person may transfer her phantom stock account into an alternative investment account at any time.
 - (2) Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan, which vested one-third on March 13, 2013, one-third on March 13, 2014 and one-third on March 13, 2015.
 - (3) Represents grant of employee stock options under the Company's 2012 Long-Term Incentive Plan, which vested one-third on April 3, 2014, one-third on April 3, 2015 and one-third on April 3, 2016.
 - (4) Represents grant of employee stock options under the Company's 2014 Long-Term Incentive Plan, which vested one-third on each of March 19, 2016 and March 19, 2017 and will vest one-third on March 19, 2018.
 - (5) Represents grant of employee stock options under the Company's 2016 Long-Term Incentive Plan, which will vest one-third on March 6, 2018, one-third on March 6, 2019 and one-third on March 6, 2020.

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Remarks:

***Under POA as filed herewith.

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Exhibit List: Exhibit No. 24 - Power of Attorney (POA)

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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