Drexler Andrew Form 4 March 09, 2018

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * Drexler Andrew

Symbol

J C PENNEY CO INC [JCP]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE

(Street)

(State)

(First)

(Middle)

(Zip)

Filed(Month/Day/Year)

(Month/Day/Year) 03/07/2018

4. If Amendment, Date Original

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below) below)

SVP, CAO and Controller

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

PLANO, TX 75024

(City)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) (Instr. 3 and 4) Code V Amount (D) Price

Common

Value

Stock of 50 03/07/2018 cents Par

24,373 Α

76,829 ⁽²⁾

D

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

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nı
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate Amo		ınt of	Derivative	Deri
	Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secu
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities			(Instr. 3 and 4)		Own	
		Security				Acquired						Follo
		-				(A) or						Repo
						Disposed						Tran
						of (D)						(Inst
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date Exercisable	Expiration Date	or Title Nu	Number		
					Code V	(A) (D)				Shares		
					Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Drexler Andrew C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE **PLANO, TX 75024**

SVP, CAO and Controller

Signatures

*** /s/ David A. Shipley, attorney in fact

03/09/2018

**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) Represents restricted stock units granted under the Company's 2016 Long-Term Incentive Plan.
- Includes 1,000 shares acquired under the J. C. Penney Company, Inc. 2016 Employee Stock Purchase Plan on each of June 30, 2017, **(2)** September 29, 2017 and December 29, 2017.

Remarks:

***Under POA as filed herewith.

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. 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.

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