Edgar Filing: J C PENNEY CO INC - Form 4

J C PENNEY CO INC

Form 4											
September 03, 2											
FORM	4 UNITED	STATES					E COMMISSION		PPROVA 3235-		
Check this box Washington, D.C. 20549									Janua		
if no longer subject to Section 16. Form 4 or	STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								2005	
Form 4 orresponse0.5Form 5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,5obligationsSection 17(a) of the Public Utility Holding Company Act of 1935 or Section30(h) of the Investment Company Act of 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type Resp	ponses)										
1. Name and Adda FOSTER KEN	2. Issuer Name and Ticker or Trading Symbol J C PENNEY CO INC [JCP]				5. Relationship of Reporting Person(s) to Issuer						
(C							(Che	ck all applicable)			
(Last) (First) (Middle) C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 09/02/2014			X_ Director10% Owner Officer (give titleOther (specify below) below)					
PLANO, TX 7	4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
(City)	(State)	(Zip)									
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	e Securities A	Acquired, Disposed	of, or Beneficia	ally Owned	d	
	Fransaction Date onth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) or l of (D) 4 and 5) (A) or	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownersh (Instr. 4)	al ip	
Reminder: Report	on a senarate line	for each cl	ass of sec	urities bene	ficially ou	med directly	or indirectly				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474											
					infor requi	mation cont red to resp ays a curre	tained in this form ond unless the fo ntly valid OMB co	n are not rm	(9-02)		

 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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: J C PENNEY CO INC - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	09/02/2014		А		2,083.333		(1)	(1)	Common Stock	2,083.333

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FOSTER KENT B C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024	Х						
Signatures							
*** /s/ Salil R. Virkar, attorney in fact	09/03/2014						
**Signature of Reporting Person	Da	ite					

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) Phantom stock units acquired in connection with deferral of cash received for services as a director into the Company's Deferred Compensation Plan for Directors. Conversion is one-for-one.
- (2) Under the Company's Deferred Compensation Plan for Directors, the number of units acquired is based on the closing price of JCPenney common stock on the last trading day prior to the date of deferral.

Remarks:

*** Under continuing POA as filed with the S.E.C.

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.