

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-03-19** | Period of Report: **2013-03-15**  
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### ISSUER

#### **J C PENNEY CO INC**

CIK: [1166126](#) | IRS No.: **260037077** | State of Incorporation: **DE** | Fiscal Year End: **0131**  
SIC: **5311** Department stores

Business Address  
6501 LEGACY DRIVE  
PLANO TX 75024-3698  
9722431100

### REPORTING OWNER

#### **Dhillon Janet**

CIK: [1374487](#)  
Type: **4** | Act: **34** | File No.: [001-15274](#) | Film No.: **13702140**

Mailing Address  
111 W RIO SALADO  
PARKWAY  
TEMPE AZ 85281

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Dhillon Janet</b>			2. Issuer Name and Ticker or Trading Symbol <b>J C PENNEY CO INC [JCP]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>EVP, General Counsel and Sec.</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>03/15/2013</b>					
C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
(Street)								
PLANO, TX 75024								
(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)		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 of 50 cents Par Value	03/15/2013		E		642 <sup>(1)</sup>	D	\$15.48	143,940.963	D	
Common Stock of 50 cents Par Value	03/16/2013		E		746 <sup>(1)</sup>	D	\$15.48	143,194.963	D	
Common Stock of 50 cents Par Value	03/16/2013		E		1,086 <sup>(2)</sup>	D	\$15.48	142,108.963	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

### Explanation of Responses:

1. Represents shares used to satisfy tax withholding obligation upon vesting of time-based restricted stock units granted under the Company's 2009 Long-Term Incentive Plan.
2. Represents shares used to satisfy tax withholding obligation upon vesting of performance-based restricted stock units granted under the Company's 2009 Long-Term Incentive Plan.

**Remarks:**

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

**Signatures**

\*\*\* /s/ Brandy L. Treadway, attorney in fact

\*\* Signature of Reporting Person

03/19/2013

Date

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

\* 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).

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

**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 Number.**