Edgar Filing: J C PENNEY CO INC - Form 4

J C PENNEY	CO INC										
Form 4 May 23, 2014	1										
FORM	1								-	PPROVAL	
	UNITEDS	UNITED STATES SECURITIES AND EXCHANGE COM Washington, D.C. 20549							OMB Number:	3235-0287	
Check thi if no long subject to Section 10 Form 4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES								Expires: January 3 200 Estimated average burden hours per response 0		
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)										
1. Name and Address of Reporting Person <u>*</u> TYSOE RONALD W			2. Issuer Name and Ticker or Trading Symbol J C PENNEY CO INC [JCP]					5. Relationship of Reporting Person(s) to Issuer			
				Earliest Tra		- 1		(Check all applicable)			
C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE			(Month/Day/Year) 05/21/2014					X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 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						
PLANO, TX	75024								Iore than One Re		
(City)	(State) (Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date2A. Deemed3.4. Securities A(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transaction(A) or Dispose Code(D) (Instr. 8)Instr. 3, 4 and		sposed 4 and 5	of	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Stock of 50 cents Par Value	05/21/2014			A	17,442 (1)	А	\$0	26,148	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)

Der Sec	Title of ivative urity (tr. 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
					Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
TYSOE RONALD W C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024	Х						
Signatures							
*** /s/ Brandy L. Treadway, attorney in fact		05/23/2014					
<u>**</u> Signature of Reporting Person		Date					
Evaluation of Responses:							

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 annual directors' grant of restricted stock units pursuant to the Company's 2014 Long-Term Incentive Plan.

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.