### Edgar Filing: J C PENNEY CO INC - Form 4

J C PENNEY C Form 4	O INC									
April 01, 2016										
FORM 4	4		GEGU						PPROVAL	
	Washington, D.C. 20549								3235-0287 January 31,	
Check this bo if no longer		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								
subject to Section 16. Form 4 or			SECU	Estimated burden hou response	Estimated average burden hours per response 0.5					
Form 5 obligations may continue <i>See</i> Instruction 1(b).	Section 17(	a) of the 1	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Resp	oonses)									
1. Name and Addr ULLMAN MY	Person <sup>*</sup>	Symbol	er Name <b>and</b> NNEY C(		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Middle) J C PENNEY CO INC [JCP]					er j	(Check all applicable)			
(Last) (First) (Middle) C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE			(Month/Day/Year) 03/30/2016				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) Chairman of the Board			
			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 75	5024						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
(Instr. 3) any		Execution	Date, if TransactionAcquir Code Dispos		4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)			
Reminder: Report of	on a separate line	for each cl	ass of sec	urities bene	-	-	-			
					inforn requii	nation cont red to responses ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	SEC 1474 (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)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) Disposed of (Instr. 3, 4, a 5)	(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	03/30/2016		A		509.1802		(1)	(1)	Common Stock	509.1802

# **Reporting Owners**

Reporting Owner Name / Address				
	Director 10% Owner		Officer	Other
ULLMAN MYRON E III C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024	Х		Chairman of the Board	
Signatures				
*** /s/ David A. Shipley, attorney in fact	04	/01/2016		
**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).

Represents equivalent shares based on units of participation in the JCPenney stock fund credited to Mr. Ullman's account under the
 (1) 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.

#### **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.