

J C PENNEY CO INC

Form 3

September 30, 2013

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**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. Name and Address of Reporting
Person *

Â Miller Dennis P

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/20/2013

3. Issuer Name **and** Ticker or Trading Symbol
J C PENNEY CO INC [JCP]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☒ X Other
(give title below) (specify below)SVP, Controller / Principal
Accounting Officer6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ X Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting PersonC/O J. C. PENNEY COMPANY,
INC.,Â 6501 LEGACY DRIVE

(Street)

PLANO,Â TXÂ 75024

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock of 50 cents Par Value

13,481.18

D

Â

Common Stock of 50 cents Par Value

3,649 ⁽¹⁾

I

By Trustee of 401(k)

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

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of
Indirect Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee stock option/Right to Buy	02/28/2006 ⁽²⁾	02/27/2015	Common Stock	10,000	\$ 44.69	D	Â
Employee stock option/Right to Buy	03/22/2007 ⁽³⁾	03/21/2016	Common Stock	4,132	\$ 60.5	D	Â
Employee stock option/Right to Buy	03/14/2008 ⁽³⁾	03/13/2017	Common Stock	3,275	\$ 78.5	D	Â
Employee stock option/Right to Buy	03/12/2009 ⁽³⁾	03/11/2018	Common Stock	4,676	\$ 39.78	D	Â
Employee stock option/Right to Buy	03/16/2010 ⁽³⁾	03/15/2019	Common Stock	5,317	\$ 16.09	D	Â
Employee stock option/Right to Buy	03/16/2011 ⁽⁴⁾	03/15/2020	Common Stock	16,593	\$ 30.72	D	Â
Employee stock option/Right to Buy	03/15/2012 ⁽⁵⁾	03/14/2021	Common Stock	13,158	\$ 36.58	D	Â
Employee stock option/Right to Buy	02/28/2013 ⁽⁶⁾	02/27/2022	Common Stock	10,707	\$ 41.34	D	Â
Employee stock option/Right to Buy	03/13/2013 ⁽⁷⁾	03/12/2022	Common Stock	12,842	\$ 37.63	D	Â
Employee stock option/Right to Buy	04/03/2014 ⁽⁸⁾	04/02/2023	Common Stock	17,610	\$ 14.43	D	Â
Phantom Stock Units	Â ⁽⁹⁾	Â ⁽⁹⁾	Common Stock	2,060	\$ ⁽⁹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Dennis P C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO,Â TXÂ 75024	Â	Â	Â SVP, Controller	Principal Accounting Officer

Signatures

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

09/30/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 allocated to Mr. Miller's account in the Company's 401(k) plan, as of September 24, 2013. The shares of JCPenney common stock in the fund are held by the trustee of the 401(k) plan. Changes in the amount of securities beneficially owned reflect changes in the value of the fund, the number of units of participation in the fund held by all participants, and the number of units of participation held by Mr. Miller.
- (1) Represents grant of employee stock options under the Company's 2001 Equity Compensation Plan.
 - (3) Represents grant of employee stock options under the Company's 2005 Equity Compensation Plan.
 - (4) Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan.
 - (5) Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan, which vest one-third on March 12, 2012, one-third on March 12, 2013, and one-third on March 12, 2014.
 - (6) Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan which vest fully on February 28, 2014.
 - (7) Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan, which vest one-third on March 13, 2013, one-third on March 13, 2014, and one-third on March 13, 2015.
 - (8) Represents grant of employee stock options under the Company's 2012 Long-Term Incentive Plan, which vest one-third on April 3, 2014, one-third on April 3, 2015 and one-third on April 3, 2016.
- Represents equivalent shares based on units of participation in the JCPenney stock fund credited to Mr. Miller's account under the
- (9) Company's Mirror Savings Plan. The phantom stock units are to be settled upon the reporting person's retirement or other termination of service.

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Remarks:

***Â UnderÂ POAÂ asÂ filedÂ herewith.Â ExhibitÂ List:Â ExhibitÂ No.Â 24Â -Â PowerÂ ofÂ AttorneyÂ (POA)

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

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