Edgar Filing: J C PENNEY CO INC - Form 4

J C PENNEY Form 4	CO INC										
March 21, 20	017										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							T	OMB APPROVAL			
	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or								Expires:	January 31,		
									Expires. 200 Estimated average burden hours per response 0.		
Form 5 obligatior may conti <i>See</i> Instru 1(b).	$\frac{18}{1000}$ Section 17(a	a) of the		ility Hold	ling Con	ipany	Act of	ge Act of 1934, f 1935 or Sectio 40	'n		
(Print or Type R	Responses)										
RECORD EDWARD J Symbol				r Name and Ticker or Trading NNEY CO INC [JCP]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (N	liddle)	3. Date of Earliest Transaction					(Chec	ek all applicable)		
	ENNEY COMPA LEGACY DRIVE		(Month/D 03/19/20					Director X Officer (give below)		6 Owner er (specify	
			ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line)				
PLANO, TX	X 75024				, ,			_X_ Form filed by	One Reporting Pe More than One Re		
(City)	(State) ((Zip)	Table	e I - Non-D	erivative	Securi	ities Acc	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	nsaction Date 2A. Deemed h/Day/Year) Execution Date any (Month/Day/Ye		Date, if Transaction(A) or Disposed of Code (D)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock of 50 cents Par Value	03/19/2017			F	4,928 (1)	D	\$ 5.99	516,651	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)

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. Transact Code (Instr. 8)	5. iorNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	7. Tit Amou Unde Secur (Instr	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
RECORD EDWARD J C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024			EVP, CFO				
Signatures							
*** /s/ David A. Shipley, attorney in fact	03/	/21/2017					
**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).

(1) Represents shares withheld to satisfy tax withholding obligation upon vesting of time-based restricted stock units granted under the Company's 2014 Long-Term Incentive Plan as required by the Issuer.

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.