Drexler Andrew Form 4 March 09, 2018

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 \* Drexler Andrew

C/O J. C. PENNEY COMPANY,

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

J C PENNEY CO INC [JCP]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 03/07/2018

Director 10% Owner X\_ Officer (give title Other (specify

(Check all applicable)

below)

SVP, CAO and Controller

INC., 6501 LEGACY DRIVE

(Street)

(State)

(7:-

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 Form filed by More than One Reporting

Person

PLANO, TX 75024

(City)

(City)	(State) (.	Table Table	e I - Non-D	erivative Securi	ties Acc	quired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Ac	equired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	on(A) or Disposed	d of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 3	5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(4)		Reported		
				(A)		Transaction(s)		
			C-1- V	or	D	(Instr. 3 and 4)		
			Code V	Amount (D)	Price			
Common								

Stock of 50 24,373 03/07/2018 Α 76,829 (2) D cents Par (1) Value

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nı
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Date		Amou	ınt of	Derivative	Deri
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	;		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Tran
					of (D)						(Inst
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	11116	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Drexler Andrew C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE **PLANO, TX 75024** 

SVP, CAO and Controller

### **Signatures**

\*\*\* /s/ David A. Shipley, attorney in fact

03/09/2018

\*\*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 restricted stock units granted under the Company's 2016 Long-Term Incentive Plan.
- Includes 1,000 shares acquired under the J. C. Penney Company, Inc. 2016 Employee Stock Purchase Plan on each of June 30, 2017, **(2)** September 29, 2017 and December 29, 2017.

#### **Remarks:**

\*\*\*Under POA as filed herewith.

Exhibit List: Exhibit No. 24 - Power of Attorney (POA)

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.

Reporting Owners 2