

J C PENNEY CO INC
 Form 3
 May 02, 2013

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

OMB APPROVAL

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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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Evanson Brynn		(Month/Day/Year)	J C PENNEY CO INC [JCP]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
6501 LEGACY DRIVE				
(Street)			(Check all applicable)	
PLANO,Â TXÂ 75024			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			EVP, HR	

Table I - Non-Derivative Securities Beneficially Owned

1. 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	9,285.586	D	Â

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 of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee stock option/Right to Buy	03/16/2011 ⁽¹⁾	03/15/2020	Common Stock	2,765	\$ 30.72	D	^
Employee stock option/Right to Buy	03/15/2012 ⁽²⁾	03/14/2021	Common Stock	5,702	\$ 36.58	D	^
Employee stock option/Right to Buy	03/13/2013 ⁽³⁾	03/12/2022	Common Stock	10,702	\$ 37.63	D	^
Employee stock option/Right to Buy	04/03/2014 ⁽⁴⁾	04/02/2023	Common Stock	19,802	\$ 14.43	D	^

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Evanson Brynn 6501 LEGACY DRIVE PLANO, TX 75024	^	^	^ EVP, HR	^

Signatures

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

05/02/2013

__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).
- (1) Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan, which vest one-third on March 16, 2011, one-third on March 16, 2012 and one-third on March 16, 2013.
- (2) Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan, which vest one-third on March 15, 2012, one-third on March 15, 2013, and one-third on March 15, 2014.
- (3) 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.
- (4) 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.

^

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.