Treadway Brandy L Form 3/A August 28, 2017

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, response... 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 *

Treadway Brandy L

(Last)

(First)

C/O J. C. PENNEY COMPANY,

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

08/18/2017

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year) 08/22/2017

(Check all applicable)

SVP, General Counsel

J C PENNEY CO INC [JCP]

INC., 6501 LEGACY DRIVE (Street)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

PLANO, TXÂ 75024

(City) (State)

1. Title of Security (Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

or Indirect (I) (Instr. 5)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

Ownership (Instr. 5)

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

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of Shares

Derivative Security Direct (D) or Indirect

(I)

(Instr. 5)

Phantom Stock Units $\hat{A} \stackrel{(1)}{=} \hat{A} \stackrel{(1)}{=} \frac{Common}{Stock} \stackrel{65.7654}{=} \$ \stackrel{(1)}{=} D \hat{A}$

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Treadway Brandy L

C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TXÂ 75024

Â SVP, General Counsel Â

Signatures

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

08/28/2017

**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 credited to Ms. Treadway's account under the 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. The reporting person may transfer her phantom stock account into an alternative investment account at any time.
- (2) Due to administrative error, the amount of the reporting person's holdings were incorrectly reported on the original Form 3.

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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.

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