

ROTH STEVEN  
Form 3/A  
October 09, 2012

**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 <b>and</b> Ticker or Trading Symbol	
Â ROTH STEVEN		(Month/Day/Year)	J C PENNEY CO INC [JCP]	
(Last)	(First)	(Middle)	02/09/2011	
C/O VORNADO REALTY TRUST,Â 888 SEVENTH AVENUE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	02/09/2011
NEW YORK,Â NYÂ 10019			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**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, par value \$0.50 per share	18,584,010 <u>(1)</u> <u>(2)</u>	I <u>(2)</u>	By VNO Fashion LLC <u>(2)</u>

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

SEC 1473 (7-02)

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**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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Contract <u>(3)</u> <u>(4)</u>	10/07/2010	10/12/2012 <sup>(3)(4)</sup>	Common Stock, par value \$0.50 per share	4,815,990 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	\$ <u>(3)</u> <u>(4)</u>	I <u>(2)</u>	By VSPS I L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH STEVEN C/O VORNADO REALTY TRUST 888 SEVENTH AVENUE NEW YORK, NY 10019	Â X	Â	Â	Â

## Signatures

/s/ Steven Roth 10/09/2012

    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).
- The reporting person's original Form 3 incorrectly included the securities underlying the Forward Transaction (as defined below) in Table I, rather than describing them separately in Table II. This amended Form 3 correctly includes the securities underlying the Forward Transaction in Table II and does not include these securities in Table I.
- (1) Mr. Roth is a trustee and the Chairman of the Board of Trustees of Vornado Realty Trust ("Vornado"), which is the general partner of Vornado Realty L.P. ("VRLP"). VRLP is the sole member of VNO Fashion LLC and VSPS I L.L.C ("VSPS"). Mr. Roth was elected to the board of directors of the Issuer on February 9, 2011. As a trustee of Vornado, Mr. Roth may be deemed to have a pecuniary interest in certain of the shares of the Issuer beneficially owned by Vornado. Mr. Roth disclaims any beneficial ownership of securities of the Issuer.
  - (2) On October 7, 2010, VSPS entered into a share forward transaction with Deutsche Bank AG, London Branch ("DB") (the "Forward Transaction"). Currently, 4,815,900 shares of Common Stock of the Issuer are subject to this transaction. DB has agreed to sell to VSPS, for settlement no later than October 12, 2012, 4,815,900 Common Shares at a per share forward price determined based on a formula. At any time during the term of the Forward Transaction, VSPS may accelerate settlement of the Forward Transaction, in whole or in part, upon one business days' notice to DB, and DB may accelerate settlement of the Forward Transaction, in whole or in part, upon one year's notice to VSPS.
  - (3) The Forward Transaction may be settled, at the election of VSPS, in cash or by delivery of Common Shares in exchange for payment by VSPS of the forward price per share. VSPS has agreed with DB that, while the Forward Transaction is outstanding, VSPS and its affiliates will not own or otherwise have economic exposure to more than 9.95% of the Common Shares outstanding at such time.
  - (4)

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.