ROTH STEVEN
Form 4
March 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN 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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH STEVEN

(Last) (First) (Middle)

C/O VORNADO REALTY TRUST, 888 SEVENTH AVENUE

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
J C PENNEY CO INC [JCP]

3. Date of Earliest Transaction (Month/Day/Year)
03/04/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.50 per share ("Common Stock")	03/04/2013		S		10,000,000 (1) (2)	D	$ 16.03	6,184,610 (1) (2)	I (1) (2)	By VNO Fashion LLC (1) (2)
Common Stock								767,808 (1) (2)	I (1) (2)	By Two Penn Plaza REIT JP Fashion LLC (1)

			(2)
Common Stock	831,792 (1) (2)	I (1) (2)	By H Street JP Fashion LLC (1) (2)
Common Stock	799,800 (1) (2)	I (1) (2)	By PCJ I Inc. (1) (2)

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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		X		

Signatures

/s/ Steven Roth	03/06/2013
**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) 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"). VRLP is the controlling shareholder of Two Penn Plaza REIT, INC. ("Two Penn Inc"). Two Penn Inc is the sole member of Two Penn Plaza REIT JP Fashion LLC ("Two Penn LLC"). VRLP is also the sole member of CESC H Street LLC ("CESC"). CESC is the controlling shareholder of H Street Building Corporation ("H Street Corp"). H Street Corp is the sole member of H Street JP Fashion LLC. VRLP is the sole shareholder of Vornado RTR, Inc. and Vornado RTR, Inc. is the sole shareholder of PCJ I Inc.

(2) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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