

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**OMB 3235-  
Number: 0104  
Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Wlazlo Michelle	2. Date of Event Requiring Statement (Month/Day/Year) 03/01/2019	3. Issuer Name <b>and</b> Ticker or Trading Symbol J C PENNEY CO INC [JCP]	
(Last) (First) (Middle) C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street) PLANO, TX 75024		<input checked="" type="checkbox"/> EVP, Chief Merchant	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
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>		

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)
No securities are beneficially owned	0	D	

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 (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wlazlo Michelle C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024			EVP, Chief Merchant	

**Signatures**

*** /s/ Salil R. Virkar, attorney in fact	03/06/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).

### 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.

### **Power of Attorney**

I, Michelle Wlazlo, hereby appoint and authorize Brandy L. Treadway, Salil R. Virkar and Amy Lanctot, together or individually, to prepare, execute, and file (electronically or otherwise), specifically on my behalf as my attorney-in-fact, Forms 3, 4 and 5, Forms 144, and any amendments thereto and any forms required to comply with Section 16 of the Securities Exchange Act of 1934 or similar provisions of securities laws and the rules thereunder (“Section 16 Forms”), with the Securities and Exchange Commission or any other required public authority or stock exchange regarding my transactions in J. C. Penney Company, Inc. stock or securities. By signing below, I hereby adopt as my own signature any one or more of the signatures of the individuals set forth above which may appear on such Section 16 Forms filed on my behalf.

This power of attorney shall be in full force and effect on and from the date below written and shall remain in full force and effect until the undersigned is no longer required to file Section 16 Forms with respect to the undersigned's holdings of and transactions in J. C. Penney Company, Inc. stock or securities or until specifically rescinded. By execution of this power of attorney I hereby authorize and grant the powers stated herein and revoke all powers previously granted with respect to the preparation, execution and filing of Section 16 Forms regarding my transactions in J. C. Penney Company, Inc. stock or securities.

Dated this 1st day of March, 2019.

/s/ Michelle Wlazlo  
Michelle Wlazlo