

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
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	2. Date of Event Requiring Statement (Month/Day/Year) 08/18/2017	3. Issuer Name and Ticker or Trading Symbol J C PENNEY CO INC [JCP]	
		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) SVP, General Counsel	5. If Amendment, Date Original Filed(Month/Day/Year)
(Last) (First) (Middle) C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE	(Street) PLANO, TX 75024	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)	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	27,294.28	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			
Phantom Stock Units	(1)	(1)	Common Stock	1,344.2709	\$ (1)	D	
Employee stock option/Right to Buy	(2)	03/12/2022	Common Stock	1,884	\$ 37.63	D	
Employee stock option/Right to Buy	(3)	04/02/2023	Common Stock	3,890	\$ 14.43	D	
Employee stock option/Right to Buy	(4)	03/18/2025	Common Stock	9,233	\$ 7.77	D	
Employee stock option/Right to Buy	(5)	03/05/2027	Common Stock	25,597	\$ 5.96	D	

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	Officer	Other

Treadway Brandy L C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024		10% Owner		SVP, General Counsel
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Signatures

*** /s/ Salil R. Virkar, attorney in fact		08/22/2017
<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).
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.
- (1) Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan, which vested one-third on March 13, 2013, one-third on March 13, 2014 and one-third on March 13, 2015.
- (2) Represents grant of employee stock options under the Company's 2012 Long-Term Incentive Plan, which vested one-third on April 3, 2014, one-third on April 3, 2015 and one-third on April 3, 2016.
- (3) Represents grant of employee stock options under the Company's 2014 Long-Term Incentive Plan, which vested one-third on each of March 19, 2016 and March 19, 2017 and will vest one-third on March 19, 2018.
- (4) Represents grant of employee stock options under the Company's 2016 Long-Term Incentive Plan, which will vest one-third on March 6, 2018, one-third on March 6, 2019 and one-third on March 6, 2020.
- (5)

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, Brandy L. Treadway, hereby appoint and authorize Salil R. Virkar and David A. Shipley, 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.

Dated this 18th day of August, 2017.

/s/ Brandy L. Treadway
Brandy L. Treadway