

J C PENNEY CO INC
 Form 4
 May 24, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Pershing Square Capital Management, L.P.

(Last) (First) (Middle)

888 SEVENTH AVENUE, 42ND FLOOR

(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)
 05/20/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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	05/20/2011		X		350,000	A	\$ 23 35,269,071	I	See footnotes (1) (2) (3) (4)
Common Stock	05/20/2011		X		375,000	A	\$ 24 35,644,071	I	See footnotes (1) (2) (3) (4)
Common Stock	05/20/2011		X		600,000	A	\$ 25 36,244,071	I	See footnotes (1) (2) (3) (4)
Common Stock	05/20/2011		X		656,400	A	\$ 26 36,900,471	I	See footnotes

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									(1) (2) (3) (4)
Common Stock	05/20/2011		X	680,100	A	\$ 27	37,580,571	I	See footnotes (1) (2) (3) (4)
Common Stock	05/20/2011		X	645,000	A	\$ 28	38,225,571	I	See footnotes (1) (2) (3) (4)
Common Stock	05/20/2011		X	140,000	A	\$ 29	38,365,571	I	See footnotes (1) (2) (3) (4)
Common Stock	05/20/2011		X	350,000	A	\$ 30	38,715,571	I	See footnotes (1) (2) (3) (4)

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

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.

SEC 1474
(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 23	05/20/2011		X	350,000	(6) 05/21/2011	Common Stock	350,000	
Option to Purchase Common Stock	\$ 24	05/20/2011		X	375,000	(6) 05/21/2011	Common Stock	375,000	
Option to Purchase Common Stock	\$ 25	05/20/2011		X	600,000	(6) 05/21/2011	Common Stock	600,000	
Option to Purchase	\$ 26	05/20/2011		X	656,400	(6) 05/21/2011	Common Stock	656,400	

Common Stock									
Option to Purchase Common Stock	\$ 27	05/20/2011	X	680,100	(6)	05/21/2011	Common Stock	680,100	
Option to Purchase Common Stock	\$ 28	05/20/2011	X	645,000	(6)	05/21/2011	Common Stock	645,000	
Option to Purchase Common Stock	\$ 29	05/20/2011	X	140,000	(6)	05/21/2011	Common Stock	140,000	
Option to Purchase Common Stock	\$ 30	05/20/2011	X	350,000	(6)	05/21/2011	Common Stock	350,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing Square Capital Management, L.P. 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019		X		
PS Management GP, LLC 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019		X		
Pershing Square GP, LLC 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019		X		
ACKMAN WILLIAM A 888 SEVENTH AVENUE 42ND FLOOR NEW YORK, NY 10019	X	X		

Signatures

Pershing Square Capital Management, L.P., By: PS Management GP, LLC, its General Partner, By: /s/ William A. Ackman, Managing Member

05/23/2011

__Signature of Reporting Person

Date

PS Management GP, LLC, By: /s/ William A. Ackman, Managing Member

<p>_____ **Signature of Reporting Person</p>	<p>05/23/2011 Date</p>
<p>Pershing Square GP, LLC, By: /s/ William A. Ackman, Managing Member</p>	
<p>_____ **Signature of Reporting Person</p>	<p>05/23/2011 Date</p>
<p>/s/ William A. Ackman</p>	
<p>_____ **Signature of Reporting Person</p>	<p>05/23/2011 Date</p>

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).

In addition to Pershing Square Capital Management, L.P., a Delaware limited partnership ("Pershing Square Capital"), this Form 4 is being filed jointly by PS Management GP, LLC, a Delaware limited liability company ("PS Management"), Pershing Square GP, LLC, a Delaware limited liability company ("Pershing Square GP"), and William A. Ackman, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Pershing Square Capital and may be deemed to have a pecuniary interest in securities owned by it.

Pershing Square Capital advises the accounts of Pershing Square, L.P., a Delaware limited partnership ("PS"), Pershing Square II, L.P., a Delaware limited partnership ("PS II") and Pershing Square International, Ltd., a Cayman Islands exempted company (together with its wholly-owned subsidiary PSRH, Inc., a Cayman Islands exempted company, "Pershing Square International", together with PS and PS II, the "Pershing Square Funds").

Pershing Square Capital, as the investment adviser to the Pershing Square Funds, may be deemed to be the beneficial owner of the securities set forth on Tables I and II hereof (the "Subject Securities") for purposes of Rule 16a-1(a) of the Securities Exchange Act of 1934. As the general partner of Pershing Square Capital, PS Management may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). As the general partner of PS and PS II, Pershing Square GP may be deemed to be the beneficial owner of the shares of Subject Securities owned by PS and PS II for purposes of Rule 16a-1(a). By virtue of William A. Ackman's position as Chief Executive Officer of Pershing Square Capital and managing member of each of PS Management and Pershing Square GP, William A. Ackman may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a).
- (1) Each of the Reporting Persons disclaims any beneficial ownership of any of the securities listed in this Form 4, except to the extent of any pecuniary interest therein.
- (2) The options to purchase shares of common stock set forth on Table II do not give any of the Pershing Square Funds or the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the issuer and do not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the issuer.
- (3) Immediate.
- (4) Not applicable.

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.