

J C PENNEY CO INC  
Form SC 13G  
February 14, 2017

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934  
ANNUAL FILING

J. C. PENNEY COMPANY, INC.  
(NAME OF ISSUER)  
COMMON STOCK  
(TITLE OF CLASS OF SECURITIES)  
708160106  
(CUSIP NUMBER)  
12/31/2016  
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

CHECK THE APPROPRIATE BOX TO DESIGNATE THE RULE PURSUANT TO WHICH THIS  
SCHEDULE IS FILED:

- (X) RULE 13D-1 (B)
- ( ) RULE 13D-1 (C)
- ( ) RULE 13D-1 (D)

\*THE REMAINDER OF THIS COVER PAGE SHALL BE FILLED OUT FOR A  
REPORTING PERSON'S INITIAL FILING ON THIS FORM WITH RESPECT TO THE  
SUBJECT CLASS OF SECURITIES, AND FOR ANY SUBSEQUENT AMENDMENT  
CONTAINING INFORMATION WHICH WOULD ALTER THE DISCLOSURES PROVIDED  
IN A PRIOR COVER PAGE.

THE INFORMATION REQUIRED IN THE REMAINDER OF THIS COVER PAGE SHALL  
NOT BE DEEMED TO BE "FILED" FOR THE PURPOSE OF SECTION 18 OF THE  
SECURITIES EXCHANGE ACT OF 1934 ("ACT") OR OTHERWISE SUBJECT TO THE  
LIABILITIES OF THAT SECTION OF THE ACT BUT SHALL BE SUBJECT TO ALL  
OTHER PROVISIONS OF THE ACT (HOWEVER, SEE THE NOTES).

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CUSIP NO: 708160106 13G

Page 2 of 7 Pages

1. NAME OF REPORTING PERSON: STATE STREET CORPORATION

I.R.S. IDENTIFICATION NO. OF THE ABOVE PERSON: 04-2456637

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

NOT APPLICABLE

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

BOSTON, MASSACHUSETTS

5. SOLE VOTING POWER

0 SHARES

6. SHARED VOTING POWER

21,887,654

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

8,520,877

9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,887,654

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

7.10%

12. TYPE OF REPORTING PERSON

HC

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CUSIP NO: 708160106 13G Page 3 of 7 Pages

1. NAME OF REPORTING PERSON:  
STATE STREET BANK AND TRUST COMPANY ACTING IN VARIOUS CAPACITIES  
I.R.S. IDENTIFICATION NO. OF THE ABOVE PERSON: 04-1867445
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
  
NOT APPLICABLE
  3. SEC USE ONLY
  4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
MASSACHUSETTS
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER  
  
0 SHARES
  6. SHARED VOTING POWER  
  
19,674,170
  7. SOLE DISPOSITIVE POWER  
  
0
  8. SHARED DISPOSITIVE POWER  
  
6,307,393
  9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
19,674,170\*
  10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
NOT APPLICABLE
  11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
6.38%
  12. TYPE OF REPORTING PERSON

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BK

\*6,307,393           SHARES HELD IN VARIOUS CAPACITIES  
13,366,777           SHARES HELD IN THE J. C. PENNEY CORPORATION, INC.  
SAVINGS, PROFIT SHARING AND STOCK OWNERSHIP PLAN

CUSIP NO: 708160106   13G                   Page 4 of 7 Pages

ITEM 1.

- (A) NAME OF ISSUER  
    J. C. PENNEY COMPANY, INC.
- (B) ADDRESS OF ISSUER`S PRINCIPAL EXECUTIVE OFFICES  
    6501 LEGACY DRIVE  
    PLANO TX 75024-3698

ITEM 2.

- (A) NAME OF PERSON FILING  
  
    STATE STREET CORPORATION AND ANY OTHER REPORTING PERSON  
    IDENTIFIED ON THE SECOND PART OF THE COVER PAGES HERETO
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IN NONE,  
    RESIDENCE  
  
    STATE STREET FINANCIAL CENTER  
    ONE LINCOLN STREET  
    BOSTON, MA 02111  
    (FOR ALL REPORTING PERSONS)
- (C) CITIZENSHIP: SEE ITEM 4 (CITIZENSHIP OR PLACE OF  
    ORGANIZATION) OF COVER PAGES
- (D) TITLE OF CLASS OF SECURITIES  
  
    COMMON STOCK
- (E) CUSIP NUMBER:  
  
    708160106

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B)  
OR (C), CHECK WHETHER THE PERSON FILING IS A:

SEE ITEM 12 (TYPE OF REPORTING PERSON) OF THE COVER PAGE  
FOR EACH REPORTING PERSON AND THE TABLE BELOW, WHICH EXPLAINS  
THE MEANING OF THE TWO LETTER SYMBOLS APPEARING IN ITEM 12 OF

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THE COVER PAGES.

| SYMBOL | CATEGORY   |
|--------|--|
| BK     | BANK AS DEFINED IN SECTION 3(A) (6) OF THE ACT.  |
| IC     | INSURANCE COMPANY AS DEFINED IN SECTION 3 (A) (19) OF THE ACT  |
| IC     | INVESTMENT COMPANY REGISTERED UNDER SECTION 8 OF THE INVESTMENT COMPANY ACT OF 1940.   |
| IA     | AN INVESTMENT ADVISOR IN ACCORDANCE WITH RULE 13D-1(B) (1) (II) (E).   |
| EP     | AN EMPLOYEE BENEFIT PLAN OR ENDOWMENT FUND IN ACCORDANCE WITH RULE 13D-1(B) (1) (II) (F) .   |
| HC     | A PARENT HOLDING COMPANY OR CONTROL PERSON IN ACCORDANCE WITH RULE 13D-1(B) (1) (II) (G) .   |
| SA     | A SAVINGS ASSOCIATIONS AS DEFINED IN SECTION 3(B) OF THE FEDERAL DEPOSIT INSURANCE ACT (12 U.S.C. 1813).                                   |
| CP     | A CHURCH PLAN THAT IS EXCLUDED FROM THE DEFINITION OF AN INVESTMENT COMPANY UNDER SECTION 3(C) (14) OF THE INVESTMENT COMPANY ACT OF 1940. |

CUSIP NO: 708160106 13G Page 5 of 7 Pages

ITEM 4. OWNERSHIP

THE INFORMATION SET FORTH IN ROWS 5 THROUGH 11 OF THE COVER PAGE HERETO FOR EACH OF THE REPORTING PERSONS IS INCORPORATED HEREIN BY REFERENCE.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

SEE EXHIBIT 1 ATTACHED HERETO

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMEBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED AND ARE HELD IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED AND ARE NOT HELD FOR THE PURPOSE OR WITH THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF THE SECURITIES AND WERE NOT ACQUIRED AND ARE NOT HELD IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING THAT PURPOSE OR EFFECT.

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SIGNATURES

AFTER REASONABLE INQUIRY AND TO THE BEST OF HIS KNOWLEDGE AND BELIEF, EACH OF THE UNDERSIGNED CERTIFIES THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

FEBRUARY 6, 2017  
STATE STREET CORPORATION

/S/ SEAN P. NEWTH  
SENIOR VICE PRESIDENT,  
CHIEF ACCOUNTING OFFICER AND CONTROLLER

FEBRUARY 13, 2017  
STATE STREET BANK AND TRUST COMPANY

/S/ ALYSSA A. ALBERTELLI  
SENIOR VICE PRESIDENT

CUSIP NO: 708160106 13G Page 6 of 7 Pages

EXHIBIT 1

THE FOLLOWING TABLE LISTS THE IDENTITY AND ITEM 3 CLASSIFICATION OF EACH SUBSIDIARY OF STATE STREET CORPORATION, THE PARENT HOLDING COMPANY, THAT BENEFICIALLY OWNS THE ISSUER'S SECURITIES. PLEASE REFER TO ITEM 3 OF THE ATTACHED SCHEDULE 13G FOR A DESCRIPTION OF EACH OF THE TWO-LETTER SYMBOLS REPRESENTING THE ITEM 3 CLASSIFICATION BELOW.

| SUBSIDIARY                                       | ITEM 3 CLASSIFICATION |
|--|-----------------------|
| STATE STREET BANK AND TRUST COMPANY              | BK                    |
| SSGA FUNDS MANAGEMENT, INC.                      | IA                    |
| STATE STREET GLOBAL ADVISORS, LTD                | IA                    |
| STATE STREET GLOBAL ADVISORS, AUSTRALIA, LIMITED | IA IA                 |
| STATE STREET GLOBAL ADVISORS (ASIA) LIMITED      | IA                    |

NOTE : ALL OF THE LEGAL ENTITIES ABOVE ARE DIRECT OR INDIRECT SUBSIDIARIES OF STATE STREET CORPORATION. BENEFICIAL OWNERSHIP FOR STATE STREET BANK AND TRUST COMPANY IS REPORTED ON ITS OWN REPORTING PERSON COVER PAGE BECAUSE IT BENEFICIALLY OWNS MORE THAT FIVE PERCENT OF THE ISSUERS SECURITIES. DO NOT ADD THE SHARES OR PERCENT OF CLASS REPORTED ON EACH REPORTING PERSON.S COVER PAGE OF THE ATTACHED SCHEDULE 13G TO DETERMINE THE TOTAL PERCENT OF CLASS BENEFICIALLY OWNED BY STATE STREET CORPORATION, AS THAT WILL RESULT IN DOUBLE COUNTING OF CERTAIN SHARES.

CUSIP NO: 708160106 13G

Page 7 of 7 Pages

JOINT FILING AGREEMENT

IN ACCORDANCE WITH RULE 13D-1(K) (1) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE EXCHANGE ACT), EACH UNDERSIGNED ENTITY (EACH A COMPANY) HEREBY AGREES TO ANY AND ALL JOINT FILINGS REQUIRED TO BE MADE ON THE COMPANY`S BEHALF ON SCHEDULE 13G (INCLUDING AMENDMENTS THERETO) UNDER THE EXCHANGE ACT, WITH RESPECT TO SECURITIES WHICH MAY BE DEEMED TO BE BENEFICIALLY OWNED BY THE COMPANY UNDER THE EXCHANGE ACT, AND THAT THIS AGREEMENT BE INCLUDED AS AN EXHIBIT TO ANY SUCH JOINT FILING. THIS AGREEMENT MAY BE EXECUTED IN ANY NUMBER OF COUNTERPARTS ALL OF WHICH TAKEN TOGETHER SHALL CONSTITUTE ONE AND THE SAME INSTRUMENT.

IN WITNESS WHEREOF, EACH COMPANY HEREBY EXECUTES THIS AGREEMENT EFFECTIVE AS OF THE DATE SET FORTH BELOW.

FEBRUARY 6, 2017  
STATE STREET CORPORATION

/S/ SEAN P. NEWTH  
SENIOR VICE PRESIDENT,  
CHIEF ACCOUNTING OFFICER AND CONTROLLER

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FEBRUARY 13, 2017  
STATE STREET BANK AND TRUST COMPANY

/S/ ALYSSA A. ALBERTELLI  
SENIOR VICE PRESIDENT