

ROTH STEVEN

Form 3/A

October 09, 2012

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated 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,  
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 \*

Â ROTH STEVEN

(Last)

(First)

(Middle)

C/O VORNADO REALTY  
TRUST,Â 888 SEVENTH  
AVENUE

(Street)

NEW YORK,Â NYÂ 10019

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

02/09/2011

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)

☒ Director ☐ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)

02/09/2011

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person**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, par value \$0.50 per share

18,584,010 (1) (2)I (2)By VNO Fashion LLC (2)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  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of  
Indirect Beneficial  
Ownership  
(Instr. 5)

# Edgar Filing: ROTH STEVEN - Form 3/A

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Contract <u>(3)</u> <u>(4)</u>	10/07/2010	10/12/2012 <sup>(3)(4)</sup>	Common Stock, par value \$0.50 per share	4,815,990 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	\$ <u>(3)</u> <u>(4)</u>	I <u>(2)</u>	By VSPS I L.L.C. <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

## 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	Â X	Â	Â	Â

## Signatures

/s/ Steven Roth 10/09/2012

Signature of  
Reporting Person

Date

## 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).

The reporting person's original Form 3 incorrectly included the securities underlying the Forward Transaction (as defined below) in Table I, rather than describing them separately in Table II. This amended Form 3 correctly includes the securities underlying the Forward Transaction in Table II and does not include these securities in Table I.

(2) 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"). 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.

(3) On October 7, 2010, VSPS entered into a share forward transaction with Deutsche Bank AG, London Branch ("DB") (the "Forward Transaction"). Currently, 4,815,900 shares of Common Stock of the Issuer are subject to this transaction. DB has agreed to sell to VSPS, for settlement no later than October 12, 2012, 4,815,900 Common Shares at a per share forward price determined based on a formula. At any time during the term of the Forward Transaction, VSPS may accelerate settlement of the Forward Transaction, in whole or in part, upon one business days' notice to DB, and DB may accelerate settlement of the Forward Transaction, in whole or in part, upon one year's notice to VSPS.

(4) The Forward Transaction may be settled, at the election of VSPS, in cash or by delivery of Common Shares in exchange for payment by VSPS of the forward price per share. VSPS has agreed with DB that, while the Forward Transaction is outstanding, VSPS and its affiliates will not own or otherwise have economic exposure to more than 9.95% of the Common Shares outstanding at such time.

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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