SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 9)*

J.C. Penney Company, Inc.

(Name of Issuer)

Common Stock, par value \$0.50 per share

(Title of Class of Securities)

708160106

(CUSIP Number)

Joseph Macnow Executive Vice President - Finance and Administration and Chief Administrative Officer Vornado Realty Trust 888 Seventh Avenue New York, New York 10019 (212) 894-7000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> With a copy to: William G. Farrar Sullivan & Cromwell LLP 125 Broad Street New York, New York 10004 (212) 558-4000

> > September 19, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box: o

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

Page 1 of 17 Pages

1		Names of Reporting Persons				
	Vornado Re	alty Tru	ist			
2	Check the A	ppropria	te Box if a Member of a Group (See Instructions)			
	(a) o					
	(b) x					
3	SEC Use On	lly				
4	Source of Fu	ınds (See	e Instructions)			
	WC					
5	Check if Dis	closure o	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizenshin	Dlass	of Organization			
0	Citizenship o	or Place	or Organization			
	Maryland					
	-)	7	Sole Voting Power			
			0			
NUMBE		8	Shared Voting Power			
SHAR						
BENEFICI OWNED			0 (See Items 5 and 6)			
EAC		9	Sole Dispositive Power			
REPORT						
PERSON			0			
TERCOIT	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	10	Shared Dispositive Power			
			0 (See Items 5 and 6)			
11	Aggregate A	mount B	Beneficially Owned by Each Reporting Person			
	0 (See Items 5 and 6)					
12		Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
	encen n uie					
13	Percent of C	lass Rep	resented by Amount in Row (11)			
	0% (See Ite	ms 5 and	d 6)			
14			erson (See Instructions)			
		-				
	HC/OO (rea	al estate	investment trust)			

Page 2 of 17 Pages

1	Names of Re	Names of Reporting Persons				
	Vornado Re	ealty L.F				
2	Check the A (a) o (b) x	Check the Appropriate Box if a Member of a Group (See Instructions) a) o				
3	SEC Use Or	ıly				
4	Source of Fu	unds (Se	e Instructions)			
	AF					
5	Check if Dis	sclosure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizenship	or Place	of Organization			
	Delaware					
NUMBE	'R OF	7	Sole Voting Power 0			
SHAR BENEFIC	ES	8	Shared Voting Power			
OWNEI		9	0 (See Items 5 and 6) Sole Dispositive Power			
EAC REPORT		5				
PERSON			0			
		10	Shared Dispositive Power			
			0 (See Items 5 and 6)			
11	Aggregate A	Aggregate Amount Beneficially Owned by Each Reporting Person				
	0 (See Items 5 and 6)					
12	Check if the	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13	Percent of C	Percent of Class Represented by Amount in Row (11)				
	0% (See Ite	0% (See Items 5 and 6)				
14			erson (See Instructions)			
	HC/PN					
	•					

Page 3 of 17 Pages

1	Names of R	Names of Reporting Persons				
	VNO Fashi	on LLC				
2	Check the A (a) o (b) x					
3	SEC Use Or	nly				
4	Source of F	unds (See	e Instructions)			
	AF					
5	Check if Dis	sclosure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizenship	or Place	of Organization			
	Delaware					
NUMBE SHAF BENEFIC OWNEJ EAC REPOR PERSON	RES CIALLY D BY CH TING WITH	7 8 9 10	Sole Voting Power 0 Shared Voting Power 0 (See Items 5 and 6) Sole Dispositive Power 0 Shared Dispositive Power 0 (See Items 5 and 6) Constrained Dispositive Power 0 (See Items 5 and 6)			
11		Aggregate Amount Beneficially Owned by Each Reporting Person				
12		0 (See Items 5 and 6) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0				
13	Percent of C	Percent of Class Represented by Amount in Row (11)				
	0% (See Ite					
14		-	erson (See Instructions)			
	OO (limited liability company)					

Page 4 of 17 Pages

1	Names of F	Names of Reporting Persons					
	VSPS I LL	LC					
2	Check the <i>a</i> (a) o (b) x	Check the Appropriate Box if a Member of a Group (See Instructions) (a) o					
3	SEC Use O	Inly					
4	Source of F	Funds (Se	ee Instructions)				
	AF						
5	Check if D	isclosure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o				
6	Citizenship	or Place	of Organization				
	Delaware	elaware					
		7	Sole Voting Power				
			0				
	BER OF ARES	8	Shared Voting Power				
	ICIALLY		0 (See Items 5 and 6)				
	ED BY ACH	9	Sole Dispositive Power				
	RTING		0				
PERSO	N WITH	10	Shared Dispositive Power				
			0 (See Items 5 and 6)				
11	Aggregate .	Amount I	Beneficially Owned by Each Reporting Person				
	0 (See Iten	ns 5 and	6)				
12			ate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13	Percent of	Class Rep	presented by Amount in Row (11)				
	0% (See It	0% (See Items 5 and 6)					
14			Person (See Instructions)				
	OO (limite	OO (limited liability company)					
	1 (

Page 5 of 17 Pages

1	Names of Re	porting	Persons			
_						
		Two Penn Plaza REIT, Inc.				
2	Check the Appropriate Box if a Member of a Group (See Instructions)					
	(b) x					
3	SEC Use Or	ıly				
		-				
4	Source of Fu	inds (Se	e Instructions)			
	AF					
5	Check if Dis	closure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizenship	or Place	of Organization			
	New York					
	•	7	Sole Voting Power			
NUMBE	R OF	8	0 Shared Voting Power			
SHAR		0				
BENEFIC			0 (See Items 5 and 6)			
OWNEI EAC		9	Sole Dispositive Power			
REPORT						
PERSON	WITH	10	0 Shared Dispositive Power			
		10				
			0 (See Items 5 and 6)			
11	Aggregate A	mount E	Beneficially Owned by Each Reporting Person			
	0 (See Items 5 and 6)					
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
13	Percent of C	lass Rep	resented by Amount in Row (11)			
	0% (See Ite	ms 5 an	d 6)			
14			erson (See Instructions)			
	HC/CO					

Page 6 of 17 Pages

2		Plaza RE		
2	Chock the A		EIT JP Fashion LLC	
	Check the Appropriate Box if a Member of a Group (See Instructions)			
	(a) o (b) x			
3	SEC Use Or	ıly		
4	Source of Fu	unds (Se	e Instructions)	
	AF			
5	Check if Dis	sclosure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o	
6	Citizenship	or Place	of Organization	
	Delaware			
	Delaware	7	Sole Voting Power	
NUMBE	R OF	8	0 Shared Voting Power	
SHAR	-	0	Shared voting I ower	
BENEFIC OWNED			0 (See Items 5 and 6)	
EAC	Н	9	Sole Dispositive Power	
REPORT PERSON			0	
PERSON	WIIII	10	Shared Dispositive Power	
			0 (See Items 5 and 6)	
11	Aggregate A	mount H	Beneficially Owned by Each Reporting Person	
	0 (See Item	is 5 and	6)	
12			ate Amount in Row (11) Excludes Certain Shares (See Instructions) o	
13	Percent of C	lass Rep	presented by Amount in Row (11)	
	0% (See Ite	ms 5 an	d 6)	
14			erson (See Instructions)	
	OO (limited liability company)			

Page 7 of 17 Pages

1	Names of Re	Names of Reporting Persons				
	CESC H St	CESC H Street L.L.C.				
2		ppropria	te Box if a Member of a Group (See Instructions)			
	(a) o					
	(b) x					
3	SEC Use On	ıly				
4	Source of Fu	inds (See	e Instructions)			
	AF					
5	Check if Dis	closure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizonshin	or Place	of Organization			
0	Citizensnip	JI I Iace	or organization			
	Delaware	1				
		7	Sole Voting Power			
			0			
NUMBE SHAR		8	Shared Voting Power			
BENEFICI						
OWNED			0 (See Items 5 and 6)			
EAC		9	Sole Dispositive Power			
REPORT			0			
PERSON	WIIH	10	Shared Dispositive Power			
			0 (See Items 5 and 6)			
11	Aggregate A	mount F				
11	Aggregate Amount Beneficially Owned by Each Reporting Person					
	0 (See Items 5 and 6)					
12	Check if the	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13	Percent of C	Percent of Class Represented by Amount in Row (11)				
10						
	0% (See Ite					
14	Type of Rep	orting Pe	erson (See Instructions)			
HC/OO (limited liability company)						

Page 8 of 17 Pages

1	Names of Reporting Persons					
	H Street Bu	H Street Building Corporation				
2		Check the Appropriate Box if a Member of a Group (See Instructions) (a) o				
3	SEC Use Or	ıly				
4	Source of Fu	unds (See	e Instructions)			
	AF					
5	Check if Dis	closure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizenship	or Place	of Organization			
	Delaware					
NUMBE	D OF	7	Sole Voting Power 0			
SHAR BENEFIC	ES IALLY	8	Shared Voting Power 0 (See Items 5 and 6)			
OWNEI EAC REPOR	H FING	9	Sole Dispositive Power			
PERSON	WITH	10	Shared Dispositive Power			
			0 (See Items 5 and 6)			
11	Aggregate A	Aggregate Amount Beneficially Owned by Each Reporting Person				
	0 (See Items 5 and 6)					
12	Check if the	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13	Percent of C	Percent of Class Represented by Amount in Row (11)				
	0% (See Ite					
14	Type of Rep	orting Pe	erson (See Instructions)			
	HC/CO					

Page 9 of 17 Pages

1	Names of Re	Names of Reporting Persons				
	H Street JP	I Street JP Fashion LLC				
2		Check the Appropriate Box if a Member of a Group (See Instructions)				
	(a) o					
	(b) x					
3	SEC Use On	ıly				
4	Source of Fu	unds (Se	e Instructions)			
		,	,			
	AF					
5	Check if Dis	closure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizenship o	or Place	of Organization			
	Delaware					
		7	Sole Voting Power			
			0			
NUMBER		8	Shared Voting Power			
SHARI		Ū				
BENEFICI OWNED			0 (See Items 5 and 6)			
EACH		9	Sole Dispositive Power			
REPORT			0			
PERSON	WITH	10	Shared Dispositive Power			
11			0 (See Items 5 and 6)			
11	Aggregate Amount Beneficially Owned by Each Reporting Person					
	0 (See Items 5 and 6)					
12	Check if the	Aggreg	ate Amount in Row (11) Excludes Certain Shares (See Instructions) o			
10	Description	l				
13	Percent of C	iass Kep	presented by Amount in Row (11)			
	0% (See Ite	ms 5 an	d 6)			
14	Type of Rep	orting P	erson (See Instructions)			
	00 (limited	liabilit	v company)			
	OO (limited liability company)					

Page 10 of 17 Pages

1	Names of Reporting Persons					
	Vornado RT	Vornado RTR, Inc.				
2	Check the A (a) o (b) x	Check the Appropriate Box if a Member of a Group (See Instructions) a) o				
3	SEC Use On	ly				
4	Source of Fu	ınds (Se	e Instructions)			
	AF					
5	Check if Dis	closure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizenship o	or Place	of Organization			
	Delaware					
NUMBEF	2 OF	7	Sole Voting Power 0			
SHARI BENEFICI OWNED	ES ALLY	8	Shared Voting Power 0 (See Items 5 and 6)			
EACH REPORT PERSON V	H FING	9	Sole Dispositive Power 0			
PERSON	WIIN	10	Shared Dispositive Power			
			0 (See Items 5 and 6)			
11	Aggregate Amount Beneficially Owned by Each Reporting Person					
10	0 (See Items					
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o					
13	Percent of C	lass Rep	presented by Amount in Row (11)			
	0% (See Ite	ms 5 an	d 6)			
14	Type of Rep	orting P	erson (See Instructions)			
	HC/CO					

Page 11 of 17 Pages

1	Names of Re	Names of Reporting Persons				
	PCJ I Inc.					
2	Check the A (a) o (b) x					
3	SEC Use On	lly				
4	Source of Fu	ınds (Se	e Instructions)			
	AF					
5	Check if Dis	closure	of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) o			
6	Citizenship o	or Place	of Organization			
	New York					
		7	Sole Voting Power			
NUMBEI SHARI BENEFICI	ES	8	Shared Voting Power			
OWNED			0 (See Items 5 and 6)			
EACI	H	9	Sole Dispositive Power			
REPORT			0			
PERSON	WIIN	10	Shared Dispositive Power			
			0 (See Items 5 and 6)			
11	Aggregate A	Aggregate Amount Beneficially Owned by Each Reporting Person				
	0 (See Items 5 and 6)					
12		Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				
13	Dercent of C	Percent of Class Represented by Amount in Row (11)				
15	reicent of C	iass itep	resented by Aniount in Row (11)			
	0% (See Ite					
14	Type of Rep	orting P	erson (See Instructions)			
	со					

Page 12 of 17 Pages

This Amendment No. 9 (this "<u>Amendment</u>") amends and supplements the Schedule 13D filed by Vornado Realty Trust, a Maryland real estate investment trust, Vornado Realty L.P., a Delaware limited partnership, VNO Fashion LLC, a Delaware limited liability company, VSPS I LLC, a Delaware limited liability company, Two Penn Plaza REIT, Inc., a New York corporation, Two Penn Plaza REIT JP Fashion LLC, a Delaware limited liability company, CESC H Street L.L.C., a Delaware limited liability company, H Street Building Corporation, a Delaware corporation, H Street JP Fashion LLC, a Delaware limited liability company, Vornado RTR, Inc., a Delaware corporation, and PCJ I Inc., a Delaware corporation, with the Securities and Exchange Commission on October 8, 2010 and amended on November 10, 2010, January 25, 2011, February 9, 2011, February 25, 2011, September 19, 2011, October 9, 2012, March 5, 2013 and September 13, 2013 (as so amended, the "<u>Schedule 13D</u>"), relating to the common stock, par value \$.50 per share (the "<u>Common Shares</u>"), of J.C. Penney Company, Inc., a Delaware corporation (the "<u>Issuer</u>"). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is hereby amended and supplemented by adding the following information:

(a) and (b) See the rows numbered 7, 8, 9, 10, 11 and 13 on each of the cover pages to this Amendment, which are incorporated in this Item 5 by reference. As of September 20, 2013 (after giving effect to the transactions described in Item 5(c) below), the Reporting Persons beneficially own no Common Shares.

(c) On September 19, 2013, VSPS exercised its right to settle the Forward Transaction early with respect to all of the 4,815,990 underlying Common Shares, at the per share forward price.

Also on September 19, 2013, all 13.4 million Common Shares beneficially owned by the Reporting Persons were sold in a block trade to Citigroup Global Markets, Inc., at a price of \$13.00 per share.

Except as disclosed herein, since the date that is 60 days before the date of this Amendment, there have been no transactions in the Common Shares effected by the Reporting Persons, nor, to the best of their knowledge, any of the persons listed on Schedule I hereto:

Page 13 of 17 Pages

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: September 20, 2013

VORNADO REALTY TRUST

By:

/s/ JOSEPH MACNOW Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

VORNADO REALTY L.P.

By: Vornado Realty Trust, its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

VNO FASHION LLC

By: Vornado Realty L.P., its sole member

> By: Vornado Realty Trust, its general partner

> > By: /s/ JOSEPH MACNOW

Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

VSPS I LLC

By:

Vornado Realty L.P., its sole member By: Vornado Realty Trust, its general partner

By: /s/ JOSEPH MACNOW

Name:Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

Page 14 of 17 Pages

Two Penn Plaza REIT, Inc. By: Vornado Realty L.P., its controlling shareholder By: Vornado Realty Trust, its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

Two Penn Plaza REIT JP Fashion LLC By: Two Penn Plaza REIT, INC.,

Two Penn Plaza REIT, INC., its sole member By: Vornado Realty L.P., its controlling shareholder By: Vornado Realty Trust,

its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

CESC H Street L.L.C. By: Vornado Realty L.P., its sole member

By: Vornado Realty Trust, its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

Page 15 of 17 Pages

H Street Building Corporation By: CESC H Street L.L.C., its controlling shareholder By: Vornado Realty L.P., its sole member By: Vornado Realty Trust, its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

H Street JP Fashion LLC By: H Street Building Corporation, its sole member By: CESC H Street L.L.C., its controlling shareholder By: Vornado Realty L.P., its sole member By: Vornado Realty Trust, its general partner

By: /s/ JOSEPH MACNOW

Name:Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

Vornado RTR, Inc.

By: Vornado Realty L.P., its sole shareholder By: Vornado Realty Trust, its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

Page 16 of 17 Pages

PCJ I Inc. By: Vornado RTR, Inc., its sole shareholder By: Vornado Realty L.P., its sole shareholder By: Vornado Realty Trust, its general partner

By: /s/ JOSEPH MACNOW

Name: Joseph Macnow Title: Executive Vice President – Finance and Administration, Chief Administrative Officer

Page 17 of 17 Pages