

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.

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(Name of Issuer)

Common Stock, par value \$0.50 per share

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(Title of Class of Securities)

708160106

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(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

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(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

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(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:

*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).

1	Names of Reporting Persons <b>Vornado Realty Trust</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>WC</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Maryland</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>HC/OO (real estate investment trust)</b>	

1	Names of Reporting Persons <b>Vornado Realty L.P.</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>HC/PN</b>	

1	Names of Reporting Persons <b>VNO Fashion LLC</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>OO (limited liability company)</b>	

1	Names of Reporting Persons <b>VSPS I LLC</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>OO (limited liability company)</b>	

1	Names of Reporting Persons <b>Two Penn Plaza REIT, Inc.</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>New York</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>HC/CO</b>	

1	Names of Reporting Persons <b>Two Penn Plaza REIT JP Fashion LLC</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>OO (limited liability company)</b>	

1	Names of Reporting Persons <b>CESC H Street L.L.C.</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>HC/OO (limited liability company)</b>	



1	Names of Reporting Persons <b>H Street Building Corporation</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>HC/CO</b>	

1	Names of Reporting Persons <b>H Street JP Fashion LLC</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>OO (limited liability company)</b>	

1	Names of Reporting Persons <b>Vornado RTR, Inc.</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>Delaware</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>HC/CO</b>	

1	Names of Reporting Persons <b>PCJ I Inc.</b>	
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>	
3	SEC Use Only	
4	Source of Funds (See Instructions) <b>AF</b>	
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Item 2(d) or 2(e) <input type="radio"/>	
6	Citizenship or Place of Organization <b>New York</b>	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	Sole Voting Power <b>0</b>
	8	Shared Voting Power <b>0 (See Items 5 and 6)</b>
	9	Sole Dispositive Power <b>0</b>
	10	Shared Dispositive Power <b>0 (See Items 5 and 6)</b>
11	Aggregate Amount Beneficially Owned by Each Reporting Person <b>0 (See Items 5 and 6)</b>	
12	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/>	
13	Percent of Class Represented by Amount in Row (11) <b>0% (See Items 5 and 6)</b>	
14	Type of Reporting Person (See Instructions) <b>CO</b>	

This Amendment No. 9 (this "Amendment") 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 "Schedule 13D"), relating to the common stock, par value \$.50 per share (the "Common Shares"), of J.C. Penney Company, Inc., a Delaware corporation (the "Issuer"). 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:

**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

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.,  
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

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



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