

MARTHA STEWART LIVING OMNIMEDIA INC
 Form 4
 October 22, 2013

FORM 4

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

OMB APPROVAL

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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 *
 J C PENNEY CO INC

2. Issuer Name and Ticker or Trading Symbol
 MARTHA STEWART LIVING OMNIMEDIA INC [MSO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6501 LEGACY DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 10/21/2013

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

PLANO, TX 75024

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	10/21/2013		D		11,000,000 <u>(1)</u>	D	<u>(2)</u> 0	I	By wholly owned subsidiary <u>(1)</u>
Series A Preferred Stock	10/21/2013		D		1 <u>(1)</u>	D	<u>(2)</u> 0	I	By wholly owned subsidiary <u>(1)</u>

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
J C PENNEY CO INC 6501 LEGACY DRIVE PLANO, TX 75024	X	X		

Signatures

/s/ Kenneth Hannah, EVP and Chief Financial Officer of J. C. Penney Company, Inc.

10/22/2013

__Signature of Reporting Person

Date

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).

(1) The shares that were disposed of were held directly by J. C. Penney Corporation, Inc. ("JCP"), the reporting person's wholly owned subsidiary.

(2) On October 21, 2013, Martha Stewart Living Omnimedia, Inc. ("MSLO") and JCP entered into the Third Amendment to the JCP/MSLO Agreement dated December 6, 2011 pursuant to which, among other things, the parties agreed that JCP would return to MSLO the 11,000,000 shares of MSLO's Class A Common Stock, par value \$0.01 per share, and the one (1) share of MSLO's Series A Preferred Stock, par value \$0.01 per share, held by JCP.

Remarks:

Solely for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, the reporting person may be deemed

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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