### **ENGIBOUS THOMAS J**

Form 4

December 03, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number: January 31,

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person
ENCIDOUS THOMAS I

2. Issuer Name and Ticker or Trading Symbol

J C PENNEY CO INC [JCP]

3. Date of Earliest Transaction

(Month/Day/Year) 12/01/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE

(First)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Transaction(s)

(Instr. 3 and 4)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**PLANO, TX 75024** 

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) Code (Month/Day/Year) (Instr. 8)

(Middle)

Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities Acquired

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership (Instr. 4) Following (Instr. 4) Reported

(A) or Price Code V Amount (D)

\$ 715 (1) A 28.81  $45,352.95 \frac{(3)}{}$  D (2)

Common Stock of 50

12/01/2009 cents Par

Value

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

## Edgar Filing: ENGIBOUS THOMAS J - Form 4

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.  onNumber of Derivative Securities Acquired (A) or Disposed of (D)			7. Title Amoun Underly Securiti (Instr. 3	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
ENGIBOUS THOMAS J C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024	X						
O' '							

# **Signatures**

\*\*\* /s/ Salil R. Virkar, attorney in fact 12/03/2009

\*\*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 reporting person received JCPenney common stock, pursuant to the 2009 Long-Term Incentive Plan, in lieu of cash for his services as a director.
- (2) Based on the closing price of JCPenney common stock on the date of issuance.
- (3) Includes 75.58 restricted stock units acquired since September 1, 2009 pursuant to dividend equivalents on restricted stock unit awards. Dividend equivalents on restricted stock unit awards accrue on a quarterly basis, exempt under Rule 16a-11.

### **Remarks:**

\*\*\* Under continuing POA as filed with the S.E.C.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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