J C PENNEY CO INC

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 4 March 17, 2011

FORM 4

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

OMB Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Dhillon Janet**

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(Middle)

(Zip)

(Month/Day/Year) Execution Date, if

J C PENNEY CO INC [JCP] 3. Date of Earliest Transaction

(Check all applicable)

EVP, General Counsel and Sec.

C/O J. C. PENNEY COMPANY.

(Street)

(State)

(First)

03/15/2011

(Month/Day/Year)

X_ Officer (give title Other (specify below)

INC., 6501 LEGACY DRIVE

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

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

PLANO, TX 75024

(City)

Security

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

10% Owner

(A)

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common

Value

Stock of 50 03/15/2011 cents Par

6,834 Α

\$0 41,918.606

D

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

(Month/Day/Year)

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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (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)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shar
Employee stock option/Righ	\$ 36.58	03/15/2011		A	43,860 (2)	(2)	03/14/2021	Common Stock	43,86

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Dhillon Janet

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

PLANO, TX 75024

EVP, General Counsel and Sec.

Signatures

*** /s/ Salil R. Virkar, attorney

03/17/2011

Date

in fact

**Signature of Reporting Person

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).
- Represents restricted stock units granted under the Company's 2009 Long-Term Incentive Plan. The restricted stock units will vest **(1)** one-third on March 15, 2012, one-third on March 15, 2013 and one-third on March 15, 2014.
- Represents grant of employee stock options under the Company's 2009 Long-Term Incentive Plan which vest one-third on March 15, **(2)** 2012, one-third on March 15, 2013, and one-third on March 15, 2014.
- Represents current grant of stock options. Including the reported grant, Ms. Dhillon beneficially owns an aggregate of 160,200 stock (3)options at various exercise prices.

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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