

J C PENNEY CO INC

Form 5

March 14, 2006

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**Check this box if  
no longer subject  
to Section 16.Form 4 or Form  
5 obligations  
may continue.See Instruction  
1(b).Form 3 Holdings  
Reported

Form 4

Transactions

Reported

**ANNUAL 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

## OMB APPROVAL

OMB  
Number: 3235-0362Expires: January 31,  
2005Estimated average  
burden hours per  
response... 1.01. Name and Address of Reporting Person \*  
BARRETT COLLEEN C

(Last) (First) (Middle)

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

(Street)

2. Issuer Name and Ticker or Trading  
Symbol  
J C PENNEY CO INC [JCP]3. Statement for Issuer's Fiscal Year Ended  
(Month/Day/Year)  
01/28/20065. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

PLANO, TX 75024

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|------------|----------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                   |                                      |                                                    |                                | Amount                                                            | (A) or (D) | Price    |                                                                                            |                                                          |                                                       |
| Common Stock of 50 cent Par Value | Â                                    | Â                                                  | Â                              | Â                                                                 | Â          | Â        | 4,082                                                                                      | D                                                        | Â                                                     |
| Common Stock of 50 cent Par Value | 08/01/2005                           | Â                                                  | A                              | 3.297<br><u>(1)</u>                                               | A          | \$ 56.98 | 1,478.22                                                                                   | D                                                        | Â                                                     |
|                                   | 11/01/2005                           | Â                                                  | A                              |                                                                   | A          |          | 1,478.22                                                                                   | D                                                        | Â                                                     |

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|                                            |                     |             |
|--------------------------------------------|---------------------|-------------|
| Common<br>Stock of 50<br>cent Par<br>Value | 3.923<br><u>(1)</u> | \$<br>49.94 |
|--------------------------------------------|---------------------|-------------|

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 2270  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         | (A) (D)                                                                                                   | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount or<br>Number of<br>Shares                           |
| PSUs<br>with<br>DERS                                | Â                                                                     | 05/01/2005                              | Â                                                           | A                                       | 10.9537 Â                                                                                                 | Â (2) Â (2)                                                    | Common<br>Stock 10.9537                                             |
| PSUs<br>with<br>DERS                                | Â                                                                     | 08/01/2005                              | Â                                                           | A                                       | 9.1644 Â                                                                                                  | Â (2) Â (2)                                                    | Common<br>Stock 9.1644                                              |
| PSUs<br>with<br>DERS                                | Â                                                                     | 11/01/2005                              | Â                                                           | A                                       | 10.3484 Â                                                                                                 | Â (2) Â (2)                                                    | Common<br>Stock 10.3484                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                              | Relationships                    |
|---------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                             | Director 10% Owner Officer Other |
| BARRETT COLLEEN C<br>C/O J. C. PENNEY COMPANY, INC.<br>6501 LEGACY DRIVE<br>PLANO, TX 75024 | Â X Â Â Â                        |

## Signatures

Ralph H.  
Richardson\*\*\* 03/14/2006

\_\_\_\_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) Dividends accrue on a quarterly basis under the 2001 Equity Compensation Plan, exempt under Rule 16a-11.
- (2) Dividends accrue on a quarterly basis under the Company's Deferred Compensation Plan for Directors, exempt under Rule 16a-11.  
Conversion price is one-for-one.

Â

### Remarks:

\*\*\*UnderÂ continuingÂ POAÂ asÂ filedÂ withÂ theÂ S.E.C.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.