### Edgar Filing: FOSTER KENT B - Form 4

FOSTER KENT Form 4 September 03, 20										
FORM 4	l								PPROVAL	
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instructior	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Section 16(a) of the Securities Exchange Act of 1934, Public Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940					Estimated burden hol response	Estimated average burden hours per response 0			
1(b).	•									
(Print or Type Respo	onses)									
1. Name and Addres FOSTER KENT	2. Issuer Name <b>and</b> Ticker or Trading Symbol J C PENNEY CO INC [JCP]				5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle) 3. Date of Earliest Transaction				L	(Check all applicable)					
C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE			(Month/Day/Year) 09/01/2010			Officer (give titleOther (specify below) below)				
(Street) PLANO, TX 75024			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>				
	(State)	(Zip)				~				
	. ,	-					cquired, Disposed		-	
	ansaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	l (A) or l of (D) 4 and 5) (A) or	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 Beneficial Ownership (Instr. 4)	
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities bene	ficially ov	ned directly	or indirectly.			
					Perse infor requi	ons who res mation cont red to resp ays a curre	spond to the colle cained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	1

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	<u>(1)</u>	09/01/2010		А		938.438		<u>(1)</u>	<u>(1)</u>	Common Stock	938.438

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FOSTER KENT B C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024	Х						
<b>Signatures</b> ***/s/ Salil R. Virkar, attorney	09/03/	2010					
in fact	091031	0710512010					

\*\*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) Phantom stock units acquired in connection with deferral of cash received for services as a director into the Company's Deferred Compensation Plan for Directors. Conversion is one-for-one.
- (2) Under the Company's Deferred Compensation Plan for Directors, the number of units acquired is based on the closing price of JCPenney common stock on the last trading day prior to the date of deferral.
- (3) Includes dividends, which accrue on a quarterly basis under the Company's Deferred Compensation Plan for Directors, 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.