Edgar Filing: FOSTER KENT B - Form 4

FOSTER KEN Form 4	ТВ										
December 05, 2								OMB A	PPROVAL		
FORM	UNITED	STATES		RITIES A			E COMMISSIO		3235-0287		
Check this b if no longer subject to Section 16. Form 4 or Form 5 obligations may continu <i>See</i> Instruct	F CHAN Section	NGES IN SECUI 16(a) of th Jtility Hol nvestment	Estimated burden hou response	Estimated average burden hours per response 0.5							
1(b).											
(Print or Type Res	sponses)										
1. Name and Address of Reporting Person <u>*</u> FOSTER KENT B			Symbol	er Name an o NNEY CO		-	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction				(Check all applicable)				
C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE			(Month/Day/Year) 12/03/2012			X_ Director 10% Owner Officer (give title Other (specify below) below)					
1			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
PLANO, TX 7	/5024						Person		oporting		
(City)	(State)	(Zip)	Tat	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	Transaction Date Ionth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3,	(A) or of (D)	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	on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not orm	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	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A) of Disposed of (I (Instr. 3, 4, and))				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock Units	(1)	12/03/2012		А		1,254.181		<u>(1)</u>	(1)	Common Stock	1,254.18

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						
Signatures							
*** /s/ Brandy L. Treadway, attorney in fact		12/05/2012					
**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.

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.