

J C PENNEY CO INC

Form 5

March 15, 2005

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: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
HICKS KEN 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)
01/29/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☒ Other (specify
below)
President / Chief Merchandising Officer

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)
Common Stock of 50 cent Par Value	Â	Â	Â	Â Â Â	5,000	D	Â
Common Stock of 50 cent Par Value	Â	Â	Â	Â Â Â	687.3257	I	By Trustee of 401(k) (1)
	Â	Â	3(5)	Â Â Â	Â	D	Â

Common
Stock of 50
cent Par
Value

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 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. Number of Derivative Securities Acquired (A) or Disposed of (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)	8. P
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares	
Mirror Savings Plan	Â	Â	Â	Â	Â Â	Â (3) Â (3)	Common Stock	646.7562
Options / Right to Buy / Grant	Â	Â	Â	3 ⁽⁵⁾	Â Â	Â (4) Â (4)	Common Stock	203,334 ⁽⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKS KEN C C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE PLANO, TX 75024	Â	Â	Â President	Chief Merchandising Officer

Signatures

***Ralph H. Richardson 03/15/2005

**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) Equivalent shares based on units of JCPenney stock held by trustee of 401(k) plan, and assigned to my account, as of February 28, 2005, pursuant to plan, all exempt under Rule 16b-3.
- (2) On July 26, 2002, Mr. Hicks was granted 10,000 shares of restricted stock which vest on July 15, 2005.
- (3) Equivalent shares based on units credited under the Company's Mirror Savings Plan I, II, III.
- (4) Varies based on option.

Mr. Hicks' Form 3 was filed on July 26, 2004. Due to an administrative error, the Form 3 filed on his behalf failed to list 10,000 shares of

- (5) restricted stock referenced in footnote #2 which he owned at that date, and over-reported by 16,666 the number of stock options then held by him.

Â

Remarks:

***ByÂ 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.