

J C PENNEY CO INC  
 Form 5  
 March 14, 2006

**FORM 5**

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

OMB APPROVAL

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

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

1. Name and Address of Reporting Person \*  
**BARRETT COLLEEN C**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**J C PENNEY CO INC [JCP]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**C/O J. C. PENNEY COMPANY, INC., 6501 LEGACY DRIVE**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**01/28/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**PLANO, TX 75024**  
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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)
				(A) Amount	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 <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 Stock of 50 cent Par Value 3.923 \$ (1) 49.94

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

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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)	Amount or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
PSUs with DERS	Â	05/01/2005	Â	A	10.9537	Â	Â (2)	Â (2)	Common Stock	10.9537
PSUs with DERS	Â	08/01/2005	Â	A	9.1644	Â	Â (2)	Â (2)	Common Stock	9.1644
PSUs with DERS	Â	11/01/2005	Â	A	10.3484	Â	Â (2)	Â (2)	Common Stock	10.3484

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRETT COLLEEN C C/O J. C. PENNEY COMPANY, INC. 6501 LEGACY DRIVE 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.

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### Remarks:

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

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