

J C PENNEY CO INC  
Form 8-K  
June 18, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): June 16, 2012

J. C. PENNEY COMPANY, INC.  
(Exact name of registrant as specified in its charter)

|  |                                  |  |
|--|----------------------------------|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation ) | 1-15274<br>(Commission File No.) | 26-0037077<br>(IRS Employer<br>Identification No.) |
|--|----------------------------------|--|

|   |            |
|---|------------|
| 6501 Legacy Drive<br>Plano, Texas           | 75024-3698 |
| (Address of principal executive<br>offices) | (Zip code) |

Registrant's telephone number, including area code: (972) 431-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02                    Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)     J. C. Penney Company, Inc. (the “Company”) issued a press release today announcing that Michael R. Francis, President, will be leaving the Company, effective June 18, 2012.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01                    Financial Statements and Exhibits.

(d)                    Exhibit 99.1                    J. C. Penney Company, Inc. News Release issued June 18, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

J. C. PENNEY COMPANY, INC.

By: /s/ Janet Dhillon  
Janet Dhillon  
Executive Vice President,  
General Counsel and Secretary

Date: June 18, 2012

EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 99.1           | J. C. Penney Company, Inc. News Release issued June 18, 2012 |