

Edgar Filing: J C PENNEY CO INC - Form 8-K

J C PENNEY CO INC  
Form 8-K  
June 09, 2005

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 6, 2005

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

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

|  |            |
|--|------------|
| 6501 Legacy Drive                        |            |
| Plano, Texas                             | 75024-3698 |
| (Address of principal executive 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)
- 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 13d-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

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On June 8, 2005, J. C. Penney Company, Inc. issued a revised Notice of Restricted Stock Unit Award ("Grant Notice") to M. T. Theilmann to clarify the effect of a voluntary retirement after attaining age 55. A copy of the Grant Notice is attached as Exhibit 10.1 hereto.

Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

On June 6, 2005, J. C. Penney Company, Inc. ("Company") adopted a restated Statement of Business Ethics. The Statement of Business Ethics applies to all Company associates, including the Company's executive officers. A copy of the restated Statement of Business Ethics is attached as Exhibit 14.1 hereto.

Item 9.01(c) Exhibits.

Exhibit 10.1 Notice of Restricted Stock Unit Award

Exhibit 14.1 J. C. Penney Company, Inc. Statement of Business Ethics

### SIGNATURE

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/ Joanne L. Bober

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Joanne L. Bober  
Senior Vice President,  
Secretary and General Counsel

Date: June 9, 2005

### EXHIBIT INDEX

| Exhibit Number | Description   |
|----------------|---|
| Exhibit 10.1   | Notice of Restricted Stock Unit Award                   |
| Exhibit 14.1   | J. C. Penney Company, Inc. Statement of Business Ethics |