

J C PENNEY CO INC  
Form DEFA14A  
April 28, 2009

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

SCHEDULE 14A  
(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  R  
Filed by a Party other than the Registrant  F

Check the appropriate box:

Preliminary Proxy Statement  
 Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

J. C. Penney Company, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

£ Fee paid previously with preliminary materials.

£ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following message to Associates was published in J. C. Penney Company, Inc.'s internal newsletter, jLife, on April 28, 2009:

Have you voted?

JCPenney's 2009 Annual Meeting of Stockholders will be held at the Home Office on Friday, May 15th, 2009. All JCPenney stockholders, including Associates who own shares of stock, have the right to vote.

How to vote:

If you own shares of stock...

- Directly in your name through BNY Mellon Shareowner Services, the Company's transfer agent,
- Indirectly through your JCPenney stock accounts in the Savings Plan, or
- Indirectly through your brokerage account,

... you should've received, by regular mail or email in April, information containing voting instructions and your unique control number to make your voting elections.

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If you own JCPenney stock through multiple accounts, you should've received a separate control number for each of your accounts. You should submit votes for each of your control numbers to vote all of your shares.

Your vote is important and we encourage you to vote your shares if you haven't already done so.