

J C PENNEY CO INC  
Form DEF 14A  
March 28, 2012  
Table of Contents

**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

Filed by a party other than the Registrant

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 under §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:

**Table of Contents**

March 30, 2012

Dear Stockholders,

On behalf of your Board of Directors, I want to take this opportunity to invite you to attend our 2012 Annual Meeting of Stockholders where we will be asking you to vote on and to support important issues for our Company. The meeting will be held on Friday, May 18, 2012, at 10:00 A.M., local time, at jcpenny's Home Office, located at 6501 Legacy Drive, Plano, Texas 75024. Whether or not you attend the Annual Meeting, it is important that your shares be represented. We urge you to vote your shares via the toll-free telephone number, over the Internet, or by mail, as provided in the enclosed materials.

I would also like to take this opportunity to highlight the transformation underway at our Company. Ron Johnson became our new CEO on November 1, 2011 and has been re-imagining the department store experience to transform jcpenny into America's favorite store. He has recruited a team of high-caliber executives, including Michael Francis (President), Mike Kramer (Chief Operating Officer) and Dan Walker (Chief Talent Officer), who bring with them years of senior executive experience at other public consumer-focused companies. On January 25-26, 2012, this team unveiled a blueprint for jcpenny's transformation that includes our new pricing strategy called Fair and Square which is guided by the core values established by our Company's founder, James Cash Penney. This blueprint is designed to enable customers to once again shop on their terms, in sync with the rhythm of their lives.

We also thank Mike Ullman, who retired from jcpenny on January 27, 2012 after serving as Chairman and CEO from 2004 through October 2011. Mike laid the groundwork for the changes now underway at jcpenny and we appreciate his years of exceptional service to the Company. His role in the Company's succession planning process and his tenure as Executive Chairman of the Board from November 1 until his retirement facilitated a seamless management transition.

As part of the management transition, your Board made the decision to separate the Chairman and CEO roles. I was honored to be selected by your directors to assume the Chairman role, effective January 28, 2012.

As you review these materials, please note the importance that your Board places on instilling a pay-for-performance culture at jcpenny. Long-term equity awards are a key component of our compensation philosophy. Through the use of stock awards, the compensation arrangements for our new senior executives are designed to align their interests directly with those of all stockholders. A substantial portion of the new executives' equity grants does not begin to vest until 2015, which focuses their efforts on increasing stockholder value over the long term.

Further, as a demonstration of his confidence in jcpenny's long-term potential, Ron Johnson made a personal investment of \$50 million in the Company through the purchase of a 7 1/2 year warrant for shares of jcpenny common stock.

Thank you again for your support. We are excited about the important work underway at jcpenny and are optimistic about the prospects for our Company. We are confident that we have the leadership in place to drive long-term stockholder value, and we look forward to seeing you on May 18.

Thomas J. Engibous

*Chairman of the Board*

**jcpenny**

6501 Legacy Drive

Plano, TX 75024

[jcp.com](http://jcp.com)

**Table of Contents**

**J. C. PENNEY COMPANY, INC.**

**6501 Legacy Drive**

**Plano, Texas 75024-3698**

**J. C. PENNEY COMPANY, INC.**

**Notice of 2012 Annual Meeting of Stockholders**

**Date and Time:** Friday, May 18, 2012

10:00 A.M., local time

**Place:** jcpenny Home Office

6501 Legacy Drive

Plano, Texas 75024-3698

- Business:**
1. To elect twelve directors nominated by the Board of Directors for a one-year term as described in the accompanying proxy materials;
  2. To ratify the appointment of KPMG LLP as independent auditor for the fiscal year ending February 2, 2013;
  3. To approve the adoption of the J. C. Penney Company, Inc. 2012 Long-Term Incentive Plan, which has been adopted by the Board of Directors, subject to stockholder approval;
  4. To approve the adoption of the J. C. Penney Corporation, Inc. Management Incentive Compensation Program, which has been adopted by the Board of Directors;
  5. To hold an advisory vote on executive compensation; and
  6. To consider any other business properly brought before the meeting.

**Record Date:** In order to vote, you must have been a stockholder at the close of business on March 19, 2012.

**Voting By Proxy:** It is important that your shares be represented and voted at the meeting. If you received the proxy materials by mail, you can vote your shares by completing, signing, dating, and returning your completed proxy card, by telephone or over the Internet. If you received the proxy materials over the Internet, a proxy card was not sent to you, and you may vote your shares only by telephone or over the Internet. To vote by telephone or Internet, follow the instructions included in the proxy statement or on the Internet. You can revoke a proxy at any time prior to its exercise at the meeting by following the instructions in the proxy statement.

**Important Notice Regarding the Availability of Proxy Materials for the 2012 Annual Meeting of**

**Stockholders to be held on May 18, 2012.**

**The Notice of Annual Meeting, Proxy Statement, Annual Report on Form 10-K for the fiscal year ended January 28, 2012 and the 2011 Summary Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).**

Janet Dhillon, Secretary

Plano, Texas

March 30, 2012

**YOUR VOTE IS IMPORTANT**

**PLEASE SIGN, DATE, & RETURN YOUR PROXY CARD OR**

**VOTE BY TELEPHONE OR INTERNET**



**Table of Contents**

**PROXY STATEMENT**

**TABLE OF CONTENTS**

<u>About the Annual Meeting</u>	1
<u>Corporate Governance</u>	4
<u>Governing Documents</u>	4
<u>Corporate Governance Guidelines</u>	4
<u>Board Leadership Structure</u>	5
<u>Board of Directors Role in Risk Oversight</u>	5
<u>Policies and Procedures with Respect to Related Person Transactions</u>	6
<u>Board Independence</u>	7
<u>Meeting Attendance</u>	7
<u>Executive Sessions</u>	7
<u>Communications with the Board of Directors</u>	8
<u>Communications with the Audit Committee</u>	8
<u>Board Diversity, Director Qualifications and Process for Nominations</u>	8
<u>Board Committees</u>	10
<u>Audit Committee</u>	10
<u>Corporate Governance Committee</u>	10
<u>Finance and Planning Committee</u>	10
<u>Human Resources and Compensation Committee</u>	11
<u>Committee of the Whole</u>	11
<u>Compensation Committee Interlocks and Insider Participation</u>	11
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	11
<u>Beneficial Ownership of Common Stock</u>	12
<u>Equity Compensation Plan(s) Information</u>	15
<u>Proposal 1 Election of Directors</u>	16
<u>Nominees for Director</u>	16
<u>Compensation Discussion and Analysis</u>	21
<u>Report of the Human Resources and Compensation Committee</u>	34
<u>Summary Compensation Table</u>	35
<u>Grants of Plan-Based Awards for Fiscal 2011</u>	36
<u>Outstanding Equity Awards at Fiscal Year-End 2011</u>	37
<u>Option Exercises and Stock Vested for Fiscal 2011</u>	38
<u>Pension Benefits</u>	39
<u>Nonqualified Deferred Compensation for Fiscal 2011</u>	42
<u>Potential Payments and Benefits on Termination of Employment</u>	43
<u>Termination without a Change in Control</u>	43
<u>Change in Control; Termination following a Change in Control</u>	47
<u>Director Compensation for Fiscal 2011</u>	52
<u>Audit Function</u>	55
<u>Report of the Audit Committee</u>	55
<u>Audit and Other Fees</u>	56
<u>Audit Committee's Pre-Approval Policies and Procedures</u>	56
<u>Proposal 2 Ratification of Appointment of Independent Auditor</u>	57
<u>Proposal 3 Approval of 2012 Long-Term Incentive Plan</u>	57
<u>Proposal 4 Approval of the J. C. Penney Corporation, Inc. Management Incentive Compensation Program</u>	65
<u>Proposal 5 Advisory Vote on Executive Compensation</u>	67
<u>Other Business Matters</u>	68
<u>Stockholder Proxy Proposal Deadline</u>	68
<u>Stockholder Business Annual Meeting</u>	68
<u>Timing</u>	68
<u>Annex A</u>	A-1
<u>Annex B</u>	B-1

**Table of Contents**

**2012 PROXY STATEMENT**

This proxy statement and the accompanying materials are being made available to jcpenny stockholders beginning on or about March 30, 2012. In this proxy statement, you will find information on the matters to be presented at the Annual Meeting and information to assist you in voting your shares.

**ABOUT THE ANNUAL MEETING**

***Who is soliciting my vote?***

jcpenny's Board of Directors is soliciting your vote at the 2012 Annual Meeting of Stockholders.

***What will I be voting on?***

You will be voting on:

Election of twelve directors nominated by the Board of Directors;  
Ratification of the appointment of KPMG LLP as jcpenny's independent auditor for the fiscal year ending February 2, 2013;  
Approval of the 2012 Long-Term Incentive Plan;  
Approval of the Management Incentive Compensation Program;  
Advisory vote on executive compensation; and  
Any other business that may properly come before the meeting.

***What are the Board of Directors' voting recommendations?***

The Board of Directors recommends that you vote your shares For each of the Board's nominees for director, For the ratification of the appointment of KPMG LLP as independent auditor for the fiscal year ending February 2, 2013, For the approval of the 2012 Long-Term Incentive Plan, For the approval of the Management Incentive Compensation Program, and For the approval of our executive compensation in connection with the advisory vote on executive compensation.

***Who is entitled to vote?***

All stockholders who owned jcpenny common stock at the close of business on the record date, March 19, 2012, are entitled to attend and vote at the Annual Meeting.

***How many votes do I have?***

You will have one vote for every share of jcpenny common stock you owned on the record date.

***How many votes can be cast by all stockholders?***

Each share of jcpenny common stock is entitled to one vote. There is no cumulative voting. On March 19, 2012, jcpenny had 218,299,029 shares of common stock outstanding and entitled to vote.

***How many shares must be present to hold the Annual Meeting?***

A majority of the outstanding shares of jcpenny common stock as of the record date, or 109,149,515 shares, must be present at the Annual Meeting in order to hold the meeting and conduct business. This is called a quorum.

Shares are counted as present at the Annual Meeting if stockholders are present and vote in person or a proxy card has been properly submitted by or on behalf of stockholders. Abstentions and broker non-votes are counted for purposes of determining the presence of a quorum.



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**Table of Contents**

***How many votes are required to elect directors and adopt the other proposals?***

You may vote For or Against with respect to the election of directors. Our Bylaws provide that in a non-contested election, each director must be elected by the affirmative vote of the majority of the votes cast with respect to that director's election. Accordingly, abstentions and broker non-votes will have no effect on the election of a director. Any director nominee who is an incumbent director and is not re-elected must promptly tender his or her resignation, and the Board of Directors, excluding the director who tenders his or her resignation, must promptly decide whether to accept or reject the resignation.

Ratification of the appointment of KPMG LLP as jcpenny's independent auditor requires the affirmative vote of a majority of the shares of jcpenny common stock present in person or by proxy that are entitled to vote on such matter. If you abstain from voting on this matter, your shares will be counted as present for purposes of establishing a quorum, and the abstention will have the same effect as a vote *against* the proposal. Broker non-votes will also have the same effect as a vote *against* the proposal.

Approval of the 2012 Long-Term Incentive Plan, the Management Incentive Compensation Program and our executive compensation in connection with the advisory vote on executive compensation require the affirmative vote of a majority of the shares of jcpenny common stock present in person or by proxy that are entitled to vote on such matter. If you abstain from voting on any of these matters, your shares will be counted as present for purposes of establishing a quorum, and the abstention will have the same effect as a vote *against* the proposal. Broker non-votes are not entitled to be cast for these matters and accordingly will have no effect on the approval of any of these matters.

***Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?***

In accordance with rules adopted by the Securities and Exchange Commission (SEC), rather than mailing a printed copy of our proxy materials to each stockholder of record, we may send some or all of our stockholders a Notice of Internet Availability of Proxy Materials (Notice), which indicates how our stockholders may:

- access their proxy materials and vote their proxies over the Internet;
- make a one-time request to receive a printed set of proxy materials by mail; or
- make a permanent election to receive all of their proxy materials in printed form by mail or electronically by email.

***How can I get electronic access to the proxy materials?***

The Notice provides you with instructions regarding how to:

- view our proxy materials for the Annual Meeting over the Internet; and
- instruct us to send our future proxy materials to you electronically by email instead of sending you printed copies by mail.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings of stockholders on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it. The Summary Annual Report and the Form 10-K accompany these proxy materials but are not considered part of the proxy soliciting materials.

## **Table of Contents**

### ***How do I vote?***

You can vote either in person at the Annual Meeting or by proxy whether or not you attend the Annual Meeting. To obtain directions to attend the Annual Meeting and vote in person, please call 972-431-1000. You can vote by proxy in three ways:

- by mail If you received your proxy materials by mail, you can vote by mail by using the enclosed proxy card;
- by telephone In the United States and Canada, you can vote by telephone by following the instructions on the Internet or on your proxy card if you received your materials by mail; or
- by Internet You can vote by Internet by following the instructions on the Notice or on your proxy card if you received your materials by mail.

If you vote by proxy, your shares will be voted at the Annual Meeting in the manner you indicate. If you sign your proxy card, but do not specify how you want your shares to be voted, they will be voted as the Board of Directors recommends.

### ***How do I attend the Annual Meeting?***

Admission to the Annual Meeting is limited to jcpenny stockholders or their proxy holders. Each stockholder will be asked to present proof of stock ownership and a valid, government-issued photo identification, such as a driver's license, before being admitted to the Annual Meeting. Proof of stock ownership may consist of the top portion of the proxy card or if shares are held in the name of a broker, bank or other nominee, an account statement or letter from the nominee indicating that the individual beneficially owned shares of jcpenny common stock on March 19, 2012, the record date for the Annual Meeting.

### ***Can I change my vote after I execute my proxy?***

You can revoke a proxy at any time prior to its exercise at the Annual Meeting. You can send in a new proxy card with a later date if you received your proxy materials by mail, or cast a new vote by telephone or Internet, or send a written notice of revocation to jcpenny's Corporate Secretary at the address on the cover page of this proxy statement. If you attend the Annual Meeting and want to vote in person, you can request that any previously submitted proxy not be used.

### ***How do I vote my shares of jcpenny common stock in the Savings Plan?***

If you are a participant in the J. C. Penney Corporation, Inc. Savings, Profit-Sharing and Stock Ownership Plan (the Savings Plan), you will receive a separate voting instruction card for the shares allocated to your account in the Savings Plan. This voting instruction card will allow you to instruct State Street Bank and Trust Company, as trustee for the Savings Plan, how to vote your shares. If you do not vote your shares in the Savings Plan, State Street Bank and Trust Company will vote them in the same proportion as those shares for which it has received voting instructions.

### ***Will my vote be kept confidential?***

Yes. jcpenny's policy is that all proxy or voting instruction cards, ballots, and vote tabulations which identify the vote of an individual stockholder are to be kept secret. Your vote will only be disclosed:

- to allow the independent election inspectors to certify the results of the vote;
- if jcpenny is legally required to disclose your vote or is defending or asserting claims in a lawsuit;
- if there is a proxy contest involving the Company; or
- if you make a written comment on your proxy or voting instruction card or ballot.

## **Table of Contents**

### ***Who pays for this proxy solicitation?***

jcpenney does. In addition to soliciting proxies by mail, jcpenney may solicit proxies by telephone, personal contact, and electronic means. No director, officer, or employee of jcpenney will be specially compensated for these activities. jcpenney has hired Georgeson Inc., a proxy solicitation firm, to assist in soliciting proxies for an estimated fee of \$12,000 plus reimbursement for reasonable expenses.

jcpenney will also reimburse brokers, fiduciaries, and custodians for their costs in forwarding proxy materials to beneficial owners of jcpenney common stock.

### ***Could other matters be decided at the Annual Meeting?***

We do not know of any other matters that will be considered at the Annual Meeting. If any matter other than those described in this proxy statement arises at the Annual Meeting, the proxies will be voted at the discretion of the proxy holder.

## **CORPORATE GOVERNANCE**

Over 110 years ago, James Cash Penney founded his company on the principle of treating customers the way he wanted to be treated himself: fair and square. Today, J. C. Penney Company, Inc.'s corporate governance principles reflect the highest ethical standards rooted in its rich heritage as we seek to achieve excellence in our work, products, and services for our customers and our stockholders.

### ***Governing Documents***

The key documents that make up our corporate governance framework are our:

- Corporate Governance Guidelines, including our Standards for the Determination of Director Independence, Lead Independent Director Policy and our Policy on Review and Consideration of Related Person Transactions;
- Restated Certificate of Incorporation, as amended;
- Bylaws, as amended;
- Audit Committee Charter;
- Finance and Planning Committee Charter;
- Corporate Governance Committee Charter;
- Human Resources and Compensation Committee Charter;
- Charter of the Committee of the Whole;
- Statement of Business Ethics; and
- Standards and Procedures for Director Nominations.

You can access each of these documents on our website at [www.jcpenney.net](http://www.jcpenney.net) or [www.jcpenney.com](http://www.jcpenney.com) by clicking on Investors, then Corporate Governance. You can also obtain a free copy of any of these documents by sending a written request to jcpenney's Corporate Secretary at P.O. Box 10001, Dallas, Texas 75301.

### ***Corporate Governance Guidelines***

This document sets forth the Company's primary principles and policies regarding corporate governance, which are the foundation of our commitment to best practices. You can access our Corporate Governance Guidelines at [www.jcpenney.net](http://www.jcpenney.net) or [www.jcpenney.com](http://www.jcpenney.com). The Guidelines are reviewed annually by the Corporate Governance Committee and the Board. The matters covered by the Guidelines include:

- director responsibilities;
- the size of the Board;

**Table of Contents**

director independence and minimum qualifications;  
 factors to be considered in selecting candidates to serve on the Board;  
 the Company's voting standard for the election of directors;  
 director retirement;  
 director resignations upon change of principal employment or personal circumstances;  
 directors' outside directorships and outside audit committee service;  
 Board organization, including committees of the Board and the role and responsibilities of the lead independent director;  
 policies relating to Board meetings;  
 executive sessions for directors;  
 ethical principles to be followed by directors;  
 policies and procedures for reviewing related person transactions and conflicts of interest;  
 claw-back policy on recovery of compensation in the event of a financial restatement;  
 the Board's access to management and independent advisors;  
 stockholders' and other interested parties' communications to non-employee directors;  
 director orientation and continuing education;  
 prohibition of loans to directors and executive officers;  
 stock ownership goals for directors and members of the Company's senior management team;  
 management succession and CEO evaluation; and  
 annual self-assessments of the Board and each of the Audit, Corporate Governance, Finance and Planning and Human Resources and Compensation Committees.

***Board Leadership Structure***

Effective January 28, 2012, the Board of Directors elected Thomas J. Engibous, a non-employee, independent director, to serve as the Company's first Non-Executive Chairman of the Board. Mr. Engibous previously served as Lead Director pursuant to the Company's Lead Independent Director Policy. The duties of the Non-Executive Chairman of the Board include:

presiding over all meetings of the Board and regular executive sessions of the non-employee, independent members of the Board;  
 approving the scheduling of Board meetings as well as the agenda and materials for each Board meeting and executive session of the Board's non-employee, independent directors;  
 calling and presiding over meetings of the non-employee, independent directors;  
 meeting regularly with the CEO and serving as a liaison and channel of communication between the non-employee, independent directors and the CEO; and  
 presiding over all meetings of stockholders and communicating with stockholders as appropriate.

The Company's leadership structure previously consisted of a combined Chairman/CEO leadership role coupled with a Lead Director. The Board of Directors, as part of its continuing review of corporate governance matters, decided to separate the Chairman and CEO roles and elect a Non-Executive Chairman of the Board after careful consideration and upon recommendation by the Corporate Governance Committee. The Board believes that jcpenny's current leadership structure enhances the Board's ability to ensure that the appropriate level of independent oversight is applied to all management decisions.

***Board of Directors' Role in Risk Oversight***

The Board of Directors oversees an enterprise-wide approach to risk management, designed to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and to enhance stockholder value. A fundamental part of risk management is not only understanding the risks a company faces and what steps management is taking to manage those risks but also understanding what level of risk is appropriate for the company. The involvement of the full Board of Directors in reviewing the

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**Table of Contents**

Company's business strategy is an integral aspect of its assessment of management's tolerance for risk and also its determination of what constitutes an appropriate level of risk for the Company. In addition to management's discussion of risk with the full Board of Directors throughout the year, the independent directors also discuss risk management during their executive sessions without management present over which the Non-Executive Chairman presides. The Board's Committees also consider risk appropriate to their respective jurisdictions throughout the year.

***Policies and Procedures with Respect to Related Person Transactions***

The Board of Directors recognizes that related person transactions can present a heightened risk of conflicts of interest. Accordingly, as a general matter, our directors and executive officers are to avoid any activity, interest, or relationship that would create, or might appear to others to create, a conflict with the interests of jcpenny.

Our written Policy on Review and Consideration of Related Person Transactions (Policy) is included as Appendix C to our Corporate Governance Guidelines. For purposes of SEC rules as well as our Policy, a related person transaction is any transaction in which the Company was, is or will be a participant and the amount involved exceeds \$120,000 and in which any related person had, has or will have a direct or indirect material interest. The term related person means (a) any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company, (b) any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities, and (c) any immediate family member of any of the foregoing persons. We review all relationships and transactions in which the Company and a related person are participants to determine whether such persons have a direct or indirect material interest. To identify potential related person transactions, we request certain information from our directors and executive officers. We then review the information provided for any related person transactions. The Corporate Governance Committee reviews and determines whether to approve or ratify any related person transaction that is required to be disclosed. Any member of the Corporate Governance Committee who is a related person with respect to a transaction under review may not participate in the deliberations or vote respecting approval or ratification of the transaction.

The Board of Directors has considered the following transactions in connection with the Policy:

William A. Ackman is the Founder, Chief Executive Officer and Managing Member of the General Partner of Pershing Square Capital Management, L.P. (Pershing Square), a registered investment adviser. Mr. Ackman is a member of our Board of Directors and, together with Pershing Square and its affiliated entities, beneficially owns more than 5% of the Company's common stock. In addition, Mr. Ackman serves as Chairman of the Board of The Howard Hughes Corporation (HHC), a real estate development company in which Mr. Ackman and his affiliated Pershing Square entities have economic exposure to approximately 28.9% of HHC's common stock, including a 14.5% beneficial ownership interest. HHC, through an affiliated entity, is the landlord for one of the Company's leased store locations. During fiscal 2011, the Company made payments under this lease totaling approximately \$248,000. The lease is currently expected to continue through fiscal 2012 and beyond. In fiscal 2012, the Company expects to make payments under the lease of approximately \$235,000 plus any 2012 property taxes assessed and paid indirectly through the landlord. Mr. Ackman does not have any direct or indirect material interest in this lease arrangement.

Steven Roth, who is a member of our Board of Directors, is Chairman of the Board of Vornado Realty Trust (Vornado) and the beneficial owner of approximately 5% of Vornado's outstanding common shares, and is also the Managing General Partner of Interstate Properties (Interstate). The Company, through its subsidiaries, pays rent, common area maintenance fees, utility expenses, and property taxes to Vornado and Interstate, and their affiliated entities, with respect to a number of store locations. During fiscal 2011, such payments totaled approximately \$17.3 million. The leases are currently expected to continue through fiscal 2012 and beyond. In fiscal 2012, the Company expects to make similar payments with respect to such store locations of approximately \$14.4 million, plus any 2012 property taxes assessed and paid indirectly through the landlords. Mr. Roth has no direct or indirect material interest in these transactions.



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## **Table of Contents**

### ***Board Independence***

The Board reviews the independence of each non-employee director annually to confirm that the director continues to meet our standards as well as the requirements of the NYSE. No member of the Board will be considered independent unless the Board determines that he or she has no material relationship with the Company that would affect his or her independence and that he or she otherwise satisfies jcpenny's director independence standards as well as all applicable laws, rules and regulations. Our Standards for the Determination of Director Independence are included as Appendix A to our Corporate Governance Guidelines, which can be accessed at [www.jcpenny.net](http://www.jcpenny.net) or [www.jcpenny.com](http://www.jcpenny.com).

The factors the Board considers in determining whether a director is independent include:

Whether within the preceding three years,

the director is or was an employee of jcpenny;

a member of the director's immediate family is or was an executive officer of jcpenny;

the director or an immediate family member of the director received more than \$120,000 per year in direct compensation from

jcpenny (other than compensation for service as a director or pension or other forms of deferred compensation for prior service);

the director or an immediate family member of the director was a partner or employee of jcpenny's external auditor and personally worked on jcpenny's audit within that time;

the director or an immediate family member of the director is or was employed as an executive officer of another company where

any of jcpenny's present executive officers serve on the compensation committee of that company's board of directors;

the director or an immediate family member of the director is or was an employee or executive officer of another company that

makes payments to, or receives payments from, jcpenny in excess of the greater of \$1,000,000 or 2% of that company's consolidated gross revenues;

Whether the director or an immediate family member of the director is a current partner of jcpenny's external auditor;

Whether the director is a current employee of jcpenny's external auditor;

Whether an immediate family member of the director is a current employee of jcpenny's external auditor and personally works on jcpenny's audit; and

Whether the director serves as an officer, director or trustee of a charitable organization or as a member of that organization's fund-raising entity or committee that received contributions from jcpenny in excess of the greater of \$1,000,000 or 2% of the charity's gross revenues.

The Board has reviewed each director's independence for fiscal 2012. Applying the standards listed above as well as the requirements of the NYSE, the Board has determined that each of the directors, except for Mr. Johnson, is independent.

### ***Meeting Attendance***

During fiscal 2011, the Board held 16 meetings and committees of the Board held a total of 29 meetings. Each director attended at least 75% of the total number of meetings of the Board and committees on which he or she served. The Board currently has six meetings scheduled for fiscal 2012.

All directors are strongly encouraged to attend the Annual Meeting, but we do not have a formal attendance requirement. In 2011, eleven of the thirteen then-serving members of the Board attended the Annual Meeting.

### ***Executive Sessions***

The non-employee, independent directors meet in executive session with no Company Associates present as a part of each regularly scheduled Board meeting. The Company's Non-Executive Chairman of the Board, Thomas J. Engibous, presides over these sessions.

**Table of Contents**

***Communications with the Board of Directors***

Any Company stockholder or other interested party who wishes to communicate with the Board of Directors or with an individual director may direct such communications by telephone to 1-800-527-0063, by facsimile to 972-431-1977, by email to [jcpdirectors@jcpenny.com](mailto:jcpdirectors@jcpenny.com), or by writing to:

**Corporate Secretary**

**J. C. Penney Company, Inc.**

**P.O. Box 10001**

**Dallas, TX 75301**

The communication must be clearly addressed to the Board of Directors or to a specific director(s). If a response is desired, the individual should also provide contact information such as name, address and telephone number.

All such communications will be reviewed initially by the Company's Corporate Secretary and entered into a log for tracking purposes. The Board has asked the Corporate Secretary to forward to the appropriate director(s) all correspondence, except for items unrelated to the Board's functions, business solicitations, advertisements, and materials that are profane. The Corporate Secretary prepares a periodic summary report of all such communications for the Corporate Governance Committee of the Board.

***Communications with the Audit Committee***

Complaints and concerns relating to the Company's accounting, internal accounting controls or auditing matters should be communicated to the Audit Committee of the Board of Directors. Any such communication may be made on an anonymous basis and may be reported to the Audit Committee through the Company's Senior Vice President-Audit by calling 1-800-527-0063, by website at [www.jcpjline.com](http://www.jcpjline.com) or by writing to:

**Senior Vice President – Audit**

**J. C. Penney Company, Inc.**

**P.O. Box 250335**