



DIVISION OF  
CORPORATION FINANCE

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

August 28, 2013

Via E-mail

Kenneth H. Hannah  
Executive Vice President and Chief Financial Officer  
J. C. Penney Company, Inc.  
6501 Legacy Drive  
Plano, Texas 75024-3698

**Re: J. C. Penney Company, Inc.**  
**Form 10-K for Fiscal Year Ended February 2, 2013**  
**Filed March 20, 2013**  
**File No. 1-15274**

Dear Mr. Hannah:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Jason Niethamer for

William H. Thompson  
Accounting Branch Chief

cc: Mark Sweeney, Controller  
Salil Virkar, Assistant General Counsel