

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C.
20549

FORM 10-Q/A
AMENDMENT NO. 1

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

For the 13 and 26 week periods
ended July 27, 2002

Commission file number 1-15274

J. C. PENNEY COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware

26-0037077

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X . No .

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

267,932,276 shares of Common Stock of 50 cents par value, as of August 30, 2002.

This Amendment No. 1 on Form 10Q/A amends the Company's Quarterly Report on Form 10-Q for the quarter ended July 27, 2002 ("Quarterly Report") to include "Item 4. Submission of Matters to a Vote of Security Holders" in Part II. In all other respects, the Company's Quarterly Report, as previously filed, remains unchanged. This Amendment No. 1 does not update any other disclosures to reflect developments since the original date of the filing.

PART II - OTHER INFORMATION

Item 4. Submission of Matters to a Vote of Security Holders

The Annual Meeting of Stockholders of the Company was held on May 17, 2002, at which the three matters described below were submitted to a vote of stockholders, with the voting results as indicated.

- (1) Election of directors for a three-year term expiring at the Year 2005 Annual Meeting of the Company's stockholders:

<u>NOMINEE</u>	<u>FOR</u>	<u>AUTHORITY WITHHELD</u>
T. J. Engibous	238,534,040	4,919,648
K. B. Foster	237,902,492	5,551,196
A. W. Richards	236,327,031	7,126,657
L. H. Roberts	238,507,640	4,946,048

- (2) The Board of Directors' proposal regarding employment of KPMG LLP as auditors for the fiscal year ending January 25, 2003:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
229,168,401	12,168,084	2,117,204

- (3) A stockholder proposal relating to the imposition of term limits on directors:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
20,425,884	191,941,900	4,846,632	61,845,170

Item 6. Exhibits and Reports on Form 8-K.

Item 6 of Part II of the Company's Quarterly Report remains unchanged, except for the addition of the following exhibits:

- (a) Exhibits:

Exhibit 99.1 Certification of Chief Executive Officer

Exhibit 99.2 Certification of Chief Financial Officer

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to the original Quarterly Report on Form 10-Q to be signed on its behalf by the undersigned thereunto duly authorized.

J. C. PENNEY COMPANY, INC.

By /s/ William J. Alcorn
William J. Alcorn
Senior Vice President and Controller

Date: November 1, 2002

CERTIFICATIONS

I, Allen Questrom, Chairman and Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of J. C. Penney Company, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: November 1, 2002.

/s/ Allen Questrom
Allen Questrom
Chairman and Chief Executive Officer
J. C. Penney Company, Inc.

I, Robert B. Cavanaugh, Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of J. C. Penney Company, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: November 1, 2002.

/s/ Robert B. Cavanaugh
Robert B. Cavanaugh
Executive Vice President and
Chief Financial Officer
J. C. Penney Company, Inc.

EXHIBIT INDEX

Exhibit No.

Exhibit 99.1 Certification of Chief Executive Officer

Exhibit 99.2 Certification of Chief Financial Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Amendment No. 1 to the Quarterly Report of J. C. Penney Company, Inc. (the "Company") on Form 10-Q for the period ending July 27, 2002 (together, the "Report"), I, Allen Questrom, Chairman and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

DATED this 1st day of November 2002.

/s/ Allen Questrom
Allen Questrom
Chairman and
Chief Executive Officer

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Amendment No. 1 to the Quarterly Report of J. C. Penney Company, Inc. (the "Company") on Form 10-Q for the period ending July 27, 2002 (together, the "Report"), I Robert B. Cavanaugh, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

DATED this 1st day of November 2002.

/s/ Robert B. Cavanaugh
Robert B. Cavanaugh
Executive Vice President and
Chief Financial Officer