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J C PENNEY CO INC  
Form S-8 POS  
November 16, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 15, 2004  
REGISTRATION NO. 333-73140-99

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Post-Effective Amendment No. 2  
FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

Delaware 13-5583779  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

6501 Legacy Drive  
Plano, Texas 75024-3698  
(Address of principal executive offices, including zip code)

ECKERD CORPORATION  
401(k) SAVINGS PLAN  
(Full title of the plan)

CHARLES R. LOTTER, ESQ.  
Executive Vice President, Secretary and General Counsel  
J. C. PENNEY COMPANY, INC.  
6501 Legacy Drive  
Plano, Texas 75024-0005  
(972) 431-1201

(Name, address, and telephone number, including area code, of agent for service)

On November 9, 2001, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration Statement No. 333-73140-99) (as amended, the "Registration Statement") registering 500,000 shares of the Registrant's Common Stock of 50(cen) Par Value (the "Common Stock"), to be issued to participants under the Eckerd Corporation 401(k) Savings Plan (the "Plan"). At that time Eckerd Corporation was an indirect wholly-owned subsidiary of the Registrant. Effective July 31, 2004, the Registrant and certain of its affiliates sold Eckerd Corporation and, as a result, all offerings of Common Stock pursuant to the Registration Statement have terminated. The Registrant is filing this Post-Effective Amendment to remove, and hereby does remove, from registration all of the Common Stock registered on the Registration Statement that remains unsold as of the date of the filing of this Post-Effective Amendment.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable ground to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to Registration Statement No. 333-73140-99 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Plano and the State of Texas, on this 15 day of November 2004.

J. C. Penney Company, Inc.

/s/ R. B. Cavanaugh

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R. B. Cavanaugh  
Executive Vice President and  
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
A. I. Questrom *	Chairman of the Board	November 15, 2004
-----	and Chief Executive Officer	
A. I. Questrom	(principal executive officer); Director	
/s/ R. B. Cavanaugh	Executive Vice President	November 15, 2004
-----	and Chief Financial Officer	
R. B. Cavanaugh	(principal financial officer)	
W. J. Alcorn *	Vice President and	November 15, 2004
-----	Controller (principal	
W. J. Alcorn	accounting officer)	
C. C. Barrett **	Director	November 15, 2004
-----		
C. C. Barrett		
M. A. Burns *	Director	November 15, 2004
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M. A. Burns		
M. K. Clark **	Director	November 15, 2004
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M. K. Clark		
T. J. Engibous *	Director	November 15, 2004
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T. J. Engibous		

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K. B. Foster *	Director	November 15, 2004
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K. B. Foster		
V. E. Jordan, Jr.*	Director	November 15, 2004
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V. E. Jordan, Jr.		
B. Osborne **	Director	November 15, 2004
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B. Osborne		
L. H. Roberts **	Director	November 15, 2004
-----		
L. H. Roberts		
R. G. Turner *	Director	November 15, 2004
-----		
R. G. Turner		

By: /s/ R. B. Cavanaugh  
-----  
R. B. Cavanaugh  
\*Attorney-in-fact (Exhibit 24.1, previously filed)  
\*\* Attorney-in-fact (Exhibit 24.2, filed herewith)

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Largo, State of Florida, on this 15th day of November, 2004.

ECKERD CORPORATION 401(k) SAVINGS PLAN

By: /s/ Kenneth R. O'Leary  
-----  
Kenneth R. O'Leary  
Vice President of Human Resources  
Eckerd Corpration

EXHIBITS

24.2 Power of Attorney

POWER OF ATTORNEY  
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KNOW ALL MEN BY THESE PRESENTS THAT each of the undersigned directors and officers of J. C. PENNEY COMPANY, INC., a Delaware corporation ("Company"), which Company is about to file with the Securities and Exchange Commission,

