

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

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

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(Name of Issuer)

**Common Stock, par value \$0.50 per share**

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(Title of Class of Securities)

**708160106**

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(CUSIP Number)

**Joseph Macnow  
Executive Vice President - Finance and  
Administration and Chief Financial Officer  
Vornado Realty Trust  
888 Seventh Avenue  
New York, New York 10019  
(212) 894-7000**

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(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

With a copy to:  
**Daniel S. Sternberg  
Neil Whoriskey  
Cleary Gottlieb Steen & Hamilton LLP  
One Liberty Plaza  
New York, New York 10006  
(212) 225-2000**

**January 24, 2011**

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

This Amendment No. 2 (this "Amendment") amends and supplements the Schedule 13D filed by Vornado Realty Trust, a Maryland real estate investment trust ("Vornado"), Vornado Realty L.P., a Delaware limited partnership, VNO Fashion LLC, a Delaware limited liability company and VSPS I L.L.C., a Delaware limited liability company, with the Securities and Exchange Commission on October 8, 2010 (the "Schedule 13D") and amended on November 10, 2010, relating to the common stock, par value \$.50 per share, of J.C. Penney Company, Inc., a Delaware corporation (the "Issuer"). All capitalized terms used in this Amendment and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

Item 4 is hereby amended and supplemented to add the following:

**Item 4. Purpose of the Transaction.**

On January 24, 2011, the Issuer announced that its board of directors (the "Board") had agreed to name each of Steven Roth, the chairman of the board of Vornado, and William A. Ackman, chief executive officer of Pershing, to the Board, and that Messrs. Roth and Ackman were expected to be appointed to the Board by February 22, 2011. The Issuer also announced that it expects to appoint an additional director in the near future.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 25, 2011

VORNADO REALTY TRUST

By: /s/ ALAN RICE

Name: Alan Rice

Title: Senior Vice President

VORNADO REALTY L.P.

By: Vornado Realty Trust,  
its general partner

By: /s/ ALAN RICE

Name: Alan Rice

Title: Senior Vice President

VNO FASHION LLC

By: Vornado Realty L.P.,  
Its sole member

By: /s/ ALAN RICE

Name: Alan Rice

Title: Senior Vice President

VSPS I L.L.C.

By: Vornado Realty L.P.,  
Its sole member

By: Vornado Realty Trust,  
its general partner

By: /s/ ALAN RICE

Name: Alan Rice

Title: Senior Vice President