

BROWN PETER D

Form 4

August 21, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN PETER D

(Last) (First) (Middle)

**FOOT LOCKER, INC., 112 WEST
34TH STREET**

(Street)

NEW YORK, NY 10120

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FOOT LOCKER INC [FL]

3. Date of Earliest Transaction
(Month/Day/Year)

08/17/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

SVP-Chief Information Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/17/2012		S ⁽¹⁾	906 D	\$ 35.91 43,299	D	
Common Stock	08/20/2012		M ⁽¹⁾	16,000 A	\$ 25.385 59,299	D	
Common Stock	08/20/2012		M ⁽¹⁾	25,000 A	\$ 25.19 84,299	D	
Common Stock	08/20/2012		S ⁽¹⁾	41,000 D	\$ 35.65 43,299	D	
Common Stock					2,661.861	I	401(k) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
Employee stock option (right to buy)	\$ 25.385	08/20/2012		M ⁽¹⁾	16,000	04/01/2005 ⁽²⁾ 04/01/2014	Common Stock 16,0
Employee stock option (right to buy)	\$ 25.19	08/20/2012		M ⁽¹⁾	25,000	10/02/2007 ⁽³⁾ 10/02/2016	Common Stock 25,0

Reporting Owners

Reporting Owner Name / Address	Relationships
BROWN PETER D FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120	Director 10% Owner Officer Other SVP-Chief Information Officer

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Peter D.
Brown

08/21/2012

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The option exercise and stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 4, 2012.
- (2) Option granted on April 1, 2004 and became exercisable in three equal annual installments, beginning April 1, 2005.
- (3) Option granted on October 2, 2006 and became exercisable in three equal annual installments, beginning October 2, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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