FOOT LOCKER INC

Form 4 March 28, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005 Estimated average burden hours per

response... 0.5

5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

See Instruction 1(b).

Stock

(Print or Type Responses)

1 Name and Address of Reporting Person *

| MCKENNA MATTHEW M | | | 2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER INC [FL] | | | | | Issuer | | | |
|------------------------------------------------|-----------------------------------------|----------|------------------------------------------------------------------|--------------------------------------|------------------------|----------------------------------------------|----------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|--|
| (Last) | (First) | (Middle) | (Check all applicable) 3. Date of Earliest Transaction | | | | | , | | | |
| C/O FOOT LOCKER, INC., 112 WEST 34TH STREET | | | (Month/Day/Year) 03/26/2014 | | | | | _X_ Director 10% Owner Officer (give title Other (specify below) below) | | | |
| (Street) | | | 4. If Amendment, Date Original | | | | | 6. Individual or Joint/Group Filing(Check | | | |
| | | | | | | | | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| NEW YOR | - F | | | | | Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Tab | le I - Non | -Derivati | ve Secu | rities Acqu | ired, Disposed of, | or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | 3. Transact Code (Instr. 8) | iomr Disp (Instr. (| osed of 3, 4 and (A) or | 5) Price | 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 | 03/26/2014 | | | S | 2,175 | D | \$ 46.0814 (1) | 72,405 | D | | |
| Common | | | | | | | | 1,505 | D | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: FOOT LOCKER INC - Form 4

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

| 1. Title of | 2. | 3. Transaction Date | | 4. T | 5. | 6. Date Exer | | 7. Titl | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|------------|---------|------------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | ionNumber | Expiration D | | Amou | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | (Year) | | rlying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Secur | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. | . 3 and 4) | | Owne |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (211512 |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | . | . | | or | | |
| | | | | | | | Expiration | Title | Number | | |
| | | | | | | | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|----------------------------------|---------------|-----------|---------|-------|--|--|--|
| Transfer and an area and an area | Director | 10% Owner | Officer | Other | | | |
| MCKENNA MATTHEW M | | | | | | | |
| C/O FOOT LOCKER, INC. | X | | | | | | |
| 112 WEST 34TH STREET | Λ | | | | | | |
| NEW YORK, NY 10120 | | | | | | | |

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Matthew M. McKenna

03/28/2014

**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).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$46.019 to \$46.164, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the Staff of the **(1)** Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2