

FOOT LOCKER INC  
Form 4  
March 25, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PETERS LAUREN B

(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)  
03/23/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  |   |  |                                   |   |
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |   |
| Common Stock                    | 03/23/2016                           |  | A <sup>(1)</sup>               |   | 7,657   | A  | \$ 0 7,657                        | D |
| Common Stock                    | 03/23/2016                           |  | A <sup>(2)</sup>               |   | 18,812  | A  | \$ 0 18,812                       | D |

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

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(9-02)

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**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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy)       | \$ 63.79   | 03/23/2016                           |  | A                              | 28,510  | 03/23/2017 <sup>(3)</sup> 03/23/2026                     | Common Stock 28,510   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| PETERS LAUREN B<br>FOOT LOCKER, INC.<br>112 WEST 34TH STREET<br>NEW YORK, NY 10120 |               |           | EVP & Chief Financial Officer |       |

## Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Lauren B. Peters 03/25/2016

\_\_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).

- Represents performance-based restricted stock units earned for the 2014-15 long-term incentive period, as the performance conditions for
- (1) this performance period were met and certified as of March 23, 2016. The restricted stock units will vest on March 26, 2017 and are payable solely in shares of the Company's common stock.
  - (2) Restricted stock unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest in two equal annual installments, beginning March 23, 2019, subject to the reporting person's continued employment through the vesting date.
  - (3) Option becomes exercisable in three equal annual installments, beginning March 23, 2017, which is the first anniversary of the date of grant.

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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