

PETRUCCI LAURIE
Form 4
August 28, 2012

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 *
PETRUCCI LAURIE

(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)
08/24/2012

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)
Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/24/2012 | | M | | 8,334 | A | \$ 11.66 |
| Common Stock | 08/24/2012 | | M | | 16,667 | A | \$ 9.93 |
| Common Stock | 08/24/2012 | | M | | 26,666 | A | \$ 15.1 |
| Common Stock | 08/24/2012 | | M | | 13,333 | A | \$ 18.84 |
| Common Stock | 08/24/2012 | | S | | 65,000 | D | \$ 34 |

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Common Stock 1,264.298 I 401(k) Plan

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

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock option (right to buy) | \$ 11.66 | 08/24/2012 | | M | 8,334 | 03/26/2009 ⁽¹⁾ 03/26/2018 | Common Stock | 8,334 |
| Employee stock option (right to buy) | \$ 9.93 | 08/24/2012 | | M | 16,667 | 03/25/2010 ⁽²⁾ 03/25/2019 | Common Stock | 16,667 |
| Employee stock option (right to buy) | \$ 15.1 | 08/24/2012 | | M | 26,666 | 03/23/2011 ⁽³⁾ 03/23/2020 | Common Stock | 26,666 |
| Employee stock option (right to buy) | \$ 18.84 | 08/24/2012 | | M | 13,333 | 03/23/2012 ⁽⁴⁾ 03/23/2021 | Common Stock | 13,333 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

PETRUCCI LAURIE
FOOT LOCKER, INC.
112 WEST 34TH STREET
NEW YORK,, NY 10120

Senior Vice President

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Laurie
Petrucci

08/28/2012

__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) Option granted on March 26, 2008 and became exercisable in three equal annual installments, beginning March 26, 2009.
- (2) Option granted on March 25, 2009 and became exercisable in three equal annual installments, beginning March 25, 2010.
- (3) Option granted on March 23, 2010 and becomes exercisable in three equal annual installments, beginning March 23, 2011.
- (4) Option granted on March 23, 2011 and becomes exercisable in three equal annual installments, beginning March 23, 2012.

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.