

FOOT LOCKER INC
Form 4
March 28, 2014

FORM 4

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

OMB APPROVAL

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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 *
MCHUGH ROBERT W

(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)
03/26/2014

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 - Operations Support

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 03/26/2014 | | A ⁽¹⁾ | 15,403 A \$ 0 | 15,403 | D | |
| Common Stock | 03/26/2014 | | A ⁽²⁾ | 20,000 A \$ 0 | 188,091 | D | |
| Common Stock | 03/28/2014 | | G | 1,700 D \$ 0 | 186,391 | D | |
| Common Stock | | | | | 3,487.283 | I | 401(k) Plan |

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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee stock option (right to buy) | \$ 45.08 | 03/26/2014 | | A | 34,000 | 03/26/2015 ⁽³⁾ 03/26/2024 | Common Stock 34,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| MCHUGH ROBERT W FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120 | Director 10% Owner Officer Other EVP - Operations Support |

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Robert W. McHugh
Date: 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).
Represents performance-based restricted stock units earned for the 2012-2013 long-term incentive period, as the performance conditions
- (1) for this performance period were met and certified as of March 26, 2014. The restricted stock units will vest on March 21, 2015 and are payable solely in shares of the Company's common stock.
- (2) Restricted stock award under the Foot Locker 2007 Stock Incentive Plan, which will vest on March 26, 2017, subject to the reporting person's continued employment by the Company through the vesting date.
- (3)

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Option becomes exercisable in three equal annual installments, beginning March 26, 2015, 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. 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.