

HICKS KEN C
Form 4
August 26, 2009

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 *
HICKS KEN C

(Last) (First) (Middle)
C/O 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)
08/25/2009

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)
President and CEO

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)	Price		
Common Stock	08/25/2009		A ⁽¹⁾	100,000	A \$ 0	100,000	D
Common Stock	08/25/2009		A ⁽²⁾	400,000	A \$ 0	500,000	D

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee stock option (right to buy)	\$ 10.1	08/25/2009		A	300,000	08/25/2010 ⁽³⁾	08/25/2019	Common Stock	300,000
Employee stock option (right to buy)	\$ 10.1	08/25/2009		A	300,000	02/25/2010 ⁽⁴⁾	08/25/2019	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKS KEN C C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120	X		President and CEO	

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Ken C. Hicks
08/26/2009

__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) Restricted stock award under the Foot Locker 2007 Stock Incentive Plan, which shall become vested on January 31, 2013, subject to the reporting person's continued employment as CEO of Foot Locker, Inc. through such date.

(2) Restricted stock award under the Foot Locker 2007 Stock Incentive Plan, which shall become vested as follows, subject to the reporting person's continued employment as CEO of Foot Locker, Inc. through such vesting dates: 100,000 shares on January 31, 2011; 100,000 shares on January 31, 2012; and 200,000 shares on January 31, 2013.

(3) Option to become exercisable in three equal annual installments, beginning August 25, 2010, which is the first anniversary of the date of grant.

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- (4) 150,000 shares of such option to become exercisable on February 25, 2010 and the balance of 150,000 shares to become exercisable on August 25, 2010.

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.