## Edgar Filing: FOOT LOCKER INC - Form 4

| FOOT LOCKER  | INC                                |  |                              |  |  |  |   |  |   |  |
|--|------------------------------------|--|------------------------------|--|--|--|---|--|---|--|
| Form 4   |                                    |  |                              |  |  |  |   |  |   |  |
| October 04, 2006   |                                    |  |                              |  |  |  |   |  | PPROVAL   |  |
| FORM 4   |                                    | STATES                                     |                              | RITIES A   |  |  | COMMISSION  | N OMB<br>Number:   | 3235-0287   |  |
| Check this box<br>if no longer<br>subject to<br>Section 16.<br>Form 4 or<br>Form 5<br>obligations<br>may continue.<br><i>See</i> Instruction | STATEN<br>Filed pur<br>Section 17( | Section 1<br>Public U                      | SECUE                        | Estimated<br>burden hou<br>response              | Estimated average<br>burden hours per<br>response 0.5  |  |   |  |   |  |
| 1(b).  |                                    |  |                              |  |  |  |   |  |   |  |
| (Print or Type Respon  | nses)                              |  |                              |  |  |  |   |  |   |  |
| 1. Name and Address<br>BROWN PETER   | Person <u>*</u>                    | Symbol                                     | er Name <b>and</b><br>LOCKER |  | -  | 5. Relationship of Reporting Person(s) to Issuer |   |  |   |  |
| (Last) (   | First) (I                          | Middle)                                    |                              | of Earliest T                                    | -  | -  | (Check all applicable)  |  |   |  |
| C/O FOOT LOC<br>WEST 34TH ST   | (Month/Day/Year)<br>10/02/2006     |  |                              |  | Director 10% Owner<br>X_ Officer (give title Other (specify<br>below)<br>SVP-Chief Information Officer |  |   |  |   |  |
|  |                                    |  |                              | endment, Da<br>nth/Day/Yea                       | -  | al   | <ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul> |  |   |  |
| (City) (S  | State)                             | (Zip)                                      | Tab                          | le I - Non-I                                     | Derivativ  | e Securities A                                   | cquired, Disposed   | of, or Beneficia   | lly Owned   |  |
|  | unsaction Date<br>th/Day/Year)     | 2A. Deemo<br>Execution<br>any<br>(Month/Da | Date, if                     | 3.<br>Transactio<br>Code<br>(Instr. 8)<br>Code V | Disposed<br>(Instr. 3,   | (A) or<br>d of (D)<br>4 and 5)<br>(A)<br>or      | Securities<br>Beneficially<br>Owned   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Reminder: Report on  | a separate line                    | for each cla                               | ass of sec                   | urities benet                                    | -  | -  | -   |  |   |  |
|  |                                    |  |                              |  | infor<br>requi   | mation cont<br>ired to respo<br>ays a curre      | spond to the colle<br>tained in this form<br>ond unless the fo<br>ntly valid OMB co   | n are not<br>rm  | SEC 1474<br>(9-02)  |  |

 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 | 3A. Deemed         | 4.         | 5. Number of | 6. Date Exercisable and | 7. Title and Amount  |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|----------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orDerivative | Expiration Date         | Underlying Securitie |
| Security    | or Exercise |                     | any                | Code       | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)     |

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| (Instr. 3)                                       | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8) |   | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |     |                       |                    |                 |                              |
|--|------------------------------------|------------|------------------|------------|---|--|-----|-----------------------|--------------------|-----------------|------------------------------|
|  |                                    |            |                  | Code       | V | (A)  | (D) | Date Exercisable      | Expiration<br>Date | Title           | Amou<br>or<br>Numb<br>of Sha |
| Employee<br>stock<br>option<br>(right to<br>buy) | \$ 25.19                           | 10/02/2006 |                  | А          |   | 25,000   |     | 10/02/2007 <u>(1)</u> | 10/02/2016         | Common<br>Stock | 25,0                         |
| Report   | ing Ow                             | ners       |                  |            |   |  |     |                       |                    |                 |                              |

| Reporting Owner Name / Address   | Relationships |            |                               |       |  |  |  |  |
|--|---------------|------------|-------------------------------|-------|--|--|--|--|
| r U  | Director      | 10% Owner  | Officer                       | Other |  |  |  |  |
| BROWN PETER D<br>C/O FOOT LOCKER, INC.<br>112 WEST 34TH STREET<br>NEW YORK, NY 10120 |               |            | SVP-Chief Information Officer |       |  |  |  |  |
| Signatures   |               |            |                               |       |  |  |  |  |
| Sheilagh M. Clarke, Attorney-i<br>Brown  | n-Fact fo     | 10/04/2006 |                               |       |  |  |  |  |
| <u>**</u> Signature of Reportin  | g Person      |            | Date                          |       |  |  |  |  |
| Explanation of Pa  | enon          | 6061       |                               |       |  |  |  |  |

## **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 10/2/06 and becomes exercisable in three equal annual installments, beginning 10/2/07.

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.