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FOOT LOC	KER INC										
Form 4											
January 05, 2	2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMIS									OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287	
if no long							Expires:	January 31, 2005			
subject to Section 1 Form 4 o Form 5		SECUR	ITIES			NERSHIP OF	Estimated a burden hour response	verage			
obligatio may cont <i>See</i> Instru 1(b).	ns Section 1	7(a) of the	Public U		ling Con	npan	y Act of	e Act of 1934, f 1935 or Section 40	1		
(Print or Type I	Responses)										
1. Name and A YOUNG D	2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER INC [FL]					5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)			
(Mont				onth/Day/Year) /02/2015				X_Director10% Owner Officer (give titleOther (specify below) below)			
	(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	int/Group Filin	g(Check	
				Month/Day/Year)				Applicable Line) _X_Form filed by One Reporting Person			
NEW YOR	K, NY 10120							Form filed by M Person	lore than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deem Execution any (Month/D			n Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
-				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Phantom Stock Units	01/02/2015			A <u>(1)</u>	33.64	А	\$ 56.04	53,017.2325	D		
Common Stock								29,378	Ι	By trust	
Common Stock								4,403	D		

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

Persons who respond to the collection of
information contained in this form are not
required to respond unless the formSEC 1474
(9-02)

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displays a currently valid OMB control number.

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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)	4. Transact Code (Instr. 8)	Securities Acquired (A) or	onNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
YOUNG DONA D C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120	Х							
Signatures								
Sheilagh M. Clarke, Attorney-i Young		01/05/2	01					
<u>**</u> Signature of Reportin		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).
- Phantom stock units were accrued under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, and represent the portion(1) of the reporting person's quarterly cash retainer fee that was deferred under the Plan for 2015. The stock units are to be settled only in stock following the reporting person's termination of service as a director.
- (2) Price is equal to the closing price of a share of the Company's common stock on January 2, 2015.

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.