#### FOOT LOCKER INC

Form 4

March 19, 2015

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

1(b).

(Last)

Form 5 obligations may continue. See Instruction

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 \* BERK JEFFREY L

Symbol

FOOT LOCKER INC [FL]

3. Date of Earliest Transaction (Month/Day/Year) 03/17/2015

FOOT LOCKER, INC., 112 WEST 34TH STREET

(First)

(Middle)

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title \_ Other (specify below)

Senior Vice President

5. Relationship of Reporting Person(s) to

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting Person

NEW YORK,, NY 10120

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	omr Dispos (Instr. 3,	ed of		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)
Common Stock	03/17/2015		S	20,469	D	\$ 61.5118 (1)	21,302	D	
Common Stock	03/18/2015		M	25,000	A	\$ 28.155	46,302	D	
Common Stock	03/18/2015		M	25,000	A	\$ 23.92	71,302	D	
Common Stock	03/18/2015		S	50,000	D	\$ 61.3589 (2)	21,302	D	

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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 form displays a currently valid OMB control number.

SEC 1474 (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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 28.155	03/18/2015		M	25,000	03/23/2006(3)	03/23/2015	Common Stock	25,0
Employee Stock Option (right to buy)	\$ 23.92	03/18/2015		M	25,000	03/22/2007(4)	03/22/2016	Common Stock	25,0

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
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BERK JEFFREY L FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK,, NY 10120

Senior Vice President

**Signatures** 

Sheilagh M. Clarke, Attorney-in-Fact for Jeffrey L.
Berk
03/19/2015

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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).
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$61.45 to \$61.63, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regrading the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$61.31 to \$61.43, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) Option granted on March 23, 2005, and became exercisable in three equal annual installments beginning March 23, 2006, which is the first anniversary of the date of grant.
- (4) Option granted on March 22, 2006, and became exercisable in three equal annual installments beginning March 22, 2007, 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.