

BROWN PETER D

Form 4

March 10, 2011

**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  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROWN PETER D**

(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)  
**03/08/2011**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

SVP-Chief Information Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common<br>Stock                       | 03/08/2011                              |   | M                                    | 2,687 A   | \$<br>12.985   | 74,883   | D   |
| Common<br>Stock                       | 03/08/2011                              |   | M                                    | 7,444 A   | \$<br>10.245   | 82,327   | D   |
| Common<br>Stock                       | 03/08/2011                              |   | F                                    | 7,788 D   | \$ 19.84   | 76,504 <sup>(1)</sup>  | D   |
| Common<br>Stock                       |   |   |                                      |   | 2,334.701  | I  | 401(k)<br>Plan  |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|--|
| Employee<br>stock<br>option<br>(right to<br>buy)    | \$ 12.985  | 03/08/2011                              |   | M                                    | 2,687   | 04/11/2002 <sup>(2)</sup> 04/11/2011                           | Common<br>Stock   | 2,687                                  |
| Employee<br>stock<br>option<br>(right to<br>buy)    | \$ 10.245  | 03/08/2011                              |   | M                                    | 7,444   | 04/16/2004 <sup>(3)</sup> 04/16/2013                           | Common<br>Stock   | 7,444                                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| BROWN PETER D<br>FOOT LOCKER, INC.<br>112 WEST 34TH STREET<br>NEW YORK, NY 10120 |               |           | SVP-Chief Information Officer |       |

## Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Peter D.  
Brown

03/10/2011

\_\_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) Includes 1,965 shares acquired on June 1, 2010 through the Employees Stock Purchase Plan.
- (2) Option granted on April 11, 2001 and became exercisable in three equal annual installments, beginning with the first anniversary of the date of grant.
- (3) Option granted on April 16, 2003 and became exercisable in three equal annual installments, beginning with 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.

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