PETRUCCI LAURIE

Form 4 March 29, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Pe PETRUCCI LAURIE	erson * 2. Issuer Symbol	r Name and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
	FOOT I	LOCKER INC [FL]	(Check all applicable)				
(Last) (First) (Mi	iddle) 3. Date of	f Earliest Transaction					
FOOT LOCKER, INC., 112 W 34TH STREET	(Month/E VEST 03/26/2	· ·	Director 10% Owner Senior Vice President Other (specify below)				
(Street)	4. If Ame	endment, Date Original	6. Individual or Joint/Group Filing(Check				
	Filed(Mor	nth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK,, NY 10120			Form filed by More than One Reporting Person				
(City) (State) (Z	Zip) Tabl	le I - Non-Derivative Securities Ac	quired, Disposed of, or Beneficially Owned				
(Instr. 3)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price F 5,047 D \$ 19.86	Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) 91 798 D				
Common		15.00	1 116 576 I 401(k)				

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

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Plan

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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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						*	Date	Title Nu	Number		
					LACICISADIC	Date		of			
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

PETRUCCI LAURIE FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK,, NY 10120

Senior Vice President

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Laurie Petrucci

03/28/2011

**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).

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.

Reporting Owners 2