#### MCKENNA MATTHEW M

Form 4 June 08, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

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

obligations

may continue.

See Instruction

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

1(b).

Stock

(Print or Type Responses)

1. Name and AdMCKENNA	2. Issuer Name <b>and</b> Ticker or Trading Symbol FOOT LOCKER INC [FL]				5. Relationship of Reporting Person(s) to Issuer						
<u>.</u> .			_	<b>4</b> ]		(Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					W D'	100	<b>"</b> •	
C/O FOOT LOCKER, INC., 112 WEST 34TH STREET			(Month/Day/Year) 06/01/2012					X Director 10% Owner Officer (give title below) Other (specify below)			
(Street) 4. If Am				mendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Mo				(Month/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)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executi	emed ion Date, if /Day/Year)	3. Transactic Code (Instr. 8)	4. SecurionAcquirec Disposed (Instr. 3,	d (A) o d of (E	))	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	06/01/2012			Code V G	Amount 3,250	(D)	Price \$ 0	67,237	D		
Common								1,902	D		

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

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SEC 1474

(9-02)

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
MCKENNA MATTHEW M C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120	X							

## **Signatures**

Sheilagh M. Clarke, Attorney-in-Fact for Matthew M. McKenna

06/08/2012

\*\*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.

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