FOOT LOCKER INC

Form 4 July 03, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FELDMAN ALAN D Issuer Symbol FOOT LOCKER INC [FL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner _ Other (specify Officer (give title C/O FOOT LOCKER, INC., 112 07/01/2013 below) **WEST 34TH STREET** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10120

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative Sec	urities	s Acquire	ed, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)				5. Amount of Securities Beneficially Owned Following	Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Phantom			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	` ′	
stock units	07/01/2013		A(1)	1,921.4347	A	35.13 (2)	22,771.0998	D	
Phantom stock units	07/01/2013		A(3)	477.2342	A	\$ 35.36 (4)	23,248.334	D	
Common Stock							47,564	D	
Common Stock							1,505	D	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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	3A. Deemed	4.	5	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ection	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	(of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) I	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				5	Securities			(Instr.	3 and 4)	
	Security				I	Acquired					
					((A) or					
					I	Disposed					
					C	of (D)					
					((Instr. 3,					
					4	4, and 5)					
										A	
										Amount	
							Date	Expiration	TP:41	or	
							Exercisable Date	Date	Title	Number	
				C 1	3 7	(A) (D)				of	
				Code	V ((A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Fg	Director	10% Owner	Officer	Other			
FELDMAN ALAN D							
C/O FOOT LOCKER, INC.							

C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120

X

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Alan D. Feldman

07/03/2013

**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).
- Phantom stock units were accrued under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, and represent the stock (1) portion of the reporting person's 2013 annual retainer fee, which was deferred under the Plan. The phantom stock units are to be settled only in stock following the reporting person's termination of service as a director.
- (2) Value of consideration is equal to the closing price of a share of the Company's common stock on June 28, 2013.
- Phantom stock units were accrued under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, and represent the reporting person's quarterly cash retainer fee that was deferred under the Plan for 2013. The phantom stock units are to be settled only in stock following the reporting person's termination of service as a director.

Reporting Owners 2

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(4) Price is equal to the closing price of a share of the Company's common stock on July 1, 2013.

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.