FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL								
	OMB Number:	3235-0287							
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l	hours per response:	0.5							

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Jacobs Stephen</u>						2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER, INC. [FL]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
Jacobs	<u>otepnen</u>															Direc	ctor		10% C		
				3 [2. Data of Earlight Transaction (Month/Day/Voor)							\dashv			ficer (give title low)		Other (specify below)				
(Last)	•	•	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2017									EVP & CEO North America						
FOOT LOCKER, INC.				03/	05/51/201/									2 17 & GEO HORM TAMERICA							
330 WES	T 34TH 9	TREET																			
000 1120		111221			4 If	4. If Amendment, Date of Original Filed (Month/Day/Year)								16	6. Individual or Joint/Group Filing (Check Applicable						
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(Street)															X	Forn	n filed by One	e Reporti	ina Pers	on	
NEW YO	ORK, I	IY :	10001														n filed by Mor		•		
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(City)	-	State) (Zip)																		
(City)	(-	State)	Ζίρ)																		
		Tab	le I - No	n-Deriv	ative	Se	curitie	s Acq	uired,	Dis	posed o	f, o	r Ben	efici	ally	Owne	ed				
1. Title of S	Security (In	str. 3)		2. Trans	action	ction 2A. Deemed 3. 4. Securities Acquired (A						(A) or) or 5. Am		ount of	6. Owne	ership	7. Nature			
	, ,	•		Date	D/\/	Execution		ion Date,	Transaction Disposed		l Of (I	D) (Instr.	3, 4 a					orm: Direct D) or Indirect	of Indirect Beneficial		
(Month/D					Dayrea	ay/Year) if any (Month/Day/Ye		ay/Year)	Code (Instr. 5)		5)								(I) (Instr. 4)	Ownership	
								,	<u> </u>	_	-	I I				Reported		' '		(Instr. 4)	
									Code	١v	Amount		(A) or (D)	Price	•	Transaction(s) (Instr. 3 and 4)					
Common Stock 03/31/					/2017			F(1)		5,157		D	\$74	\$74.81		40.930(2))			
Common Stock 05/51/									1		0,107			Ψ/-	.01		7,550				
		Ta	able II - I	Derivat	ive S	ecu	rities	Acaui	red. D	ispo	sed of,	or E	3enefi	iciall	v Ov	vned					
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1. Title of 2. 3. Transaction 3A. Deemed 4. 5. Nur									6. Date F	xerci	sable and	7. T	Fitle and		8. Pr	ice of	9. Number o	f 10.		11. Nature	
Derivative	Conversion	Date	Execution		Transactio		on of		Expiration Date Amount of					Deri	vative	derivative	Owr	nership	of Indirect		
					Code (In		(Instr. Derivative Securities		(Month/Day/Year) Securities Underlying					Secu (Inst		Securities Beneficially		Form: Direct (D)	Beneficial Ownership		
					u,	Acquired			Derivative					1` ′		Owned	or Ir	ndirect	(Instr. 4)		
	Security					(A) or Security (Insti							str. 3			Following (nstr. 4)			
						Disposed of (D) (Instr. 3, 4			ai			and	and 4)		1		Reported Transaction(s)	(s)	.1		
								(Instr. 3, 4								(Instr. 4)		``			
				L	and 5)								Į.								
														ount							
											or Numbe		mher								
									Date		Expiration		of								
		1	I	- 1	Code	lv	(A)	ו (מו)	Exercisa	ble	Date	Title	e Sha	ares	I		l	- 1			

Explanation of Responses:

- 1. Shares withheld in payment of tax liability in connection with the vesting of previously reported award of 10,000 restricted stock units, which vested on March 31, 2017.
- $2. \ \,$ Includes 4,843 net shares received on vesting of award on March 31, 2017.

Remarks:

Anthony D. Foti, Attorney-in-Fact for Stephen Jacobs 04/04/2017

** Signature of Reporting Person D

Date

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

- * 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.

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