

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Cipriano Giovanna</u> (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 <u>FOOT LOCKER INC [ FL ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Chief Accounting Officer</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>09/04/2014</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/04/2014		M		20,000	A	\$21.48	62,464	D	
Common Stock	09/04/2014		M		10,000	A	\$23.42	72,464	D	
Common Stock	09/04/2014		M		5,000	A	\$11.66	77,464	D	
Common Stock	09/05/2014		S		35,000	D	\$56.9897 <sup>(1)</sup>	42,464	D	
Common Stock								2,559.063	I	401(k) Plan

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee stock option (right to buy)	\$21.48	09/04/2014		M		20,000		11/21/2006 <sup>(2)</sup>	11/21/2015	Common Stock	20,000	\$0	0	D	
Employee stock option (right to buy)	\$23.42	09/04/2014		M		10,000		03/28/2008 <sup>(3)</sup>	03/28/2017	Common Stock	10,000	\$0	0	D	
Employee stock option (right to buy)	\$11.66	09/04/2014		M		5,000		03/26/2009 <sup>(4)</sup>	03/26/2018	Common Stock	5,000	\$0	0	D	

**Explanation of Responses:**

- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.98 to \$57.04, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Option was granted on November 21, 2005 and became exercisable in three equal annual installments, beginning November 21, 2006.
- Option was granted on March 28, 2007 and became exercisable in three equal annual installments, beginning on March 28, 2008.
- Option was granted on March 26, 2008 and became exercisable in three equal annual installments, beginning on March 26, 2009.

**Remarks:**

Sheilagh M. Clarke, Attorney-in-Fact for Giovanna Cipriano 09/08/2014

\*\* Signature of Reporting Person 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.

