

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

|  |  |  |
|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Johnson Richard A</u><br><br>(Last) (First) (Middle)<br>FOOT LOCKER, INC.<br>330 WEST 34TH STREET<br><br>(Street)<br>NEW YORK, NY 10001<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>FOOT LOCKER, INC. [ FL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><br>President & CEO |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/25/2020                 |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)                       |  |

**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                    | 03/25/2020                           |  | A <sup>(1)</sup>               |   | 55,556  | A          | \$0   | 101,039   | D  |   |
| Common Stock                    | 03/25/2020                           |  | A <sup>(2)</sup>               |   | 62,824  | A          | \$0   | 163,863   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 265,658 <sup>(3)</sup>  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |       | 4,413.4007  | 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   | Amount or Number of Shares |  |  |   |  |
| Employee Stock Option (right to buy)       | \$21.6   | 03/25/2020                           |  | A                              |   | 238,743  |     | 03/25/2021 <sup>(4)</sup>                                | 03/25/2030      | Common Stock  | 238,743                    | \$0  | 238,743  | D   |  |

**Explanation of Responses:**

- Restricted Stock Unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest on March 25, 2023, subject to the reporting person's continued employment through the vesting date.
- Represents performance-based restricted stock units earned for the 2018-2019 long term incentive period, as the performance conditions for this performance period were met and certified as of March 25, 2020. The restricted stock units will vest on March 25, 2021 and are payable solely in shares of the Company's common stock.
- Includes 461 shares purchased through the Employee Stock Purchase Plan, dated June 1, 2019.
- Option becomes exercisable in three equal annual installments, beginning March 25, 2021, which is the first anniversary of the date of grant.

Anthony D. Foti, Attorney-in-Fact for Richard A. Johnson 03/27/2020

\*\* 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.

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