FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
Instruction 1(b).	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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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* TURPIN CHERYL N				2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER INC [FL]										heck al	l app Direc	olicable) otor	10%	Owner	
(Last) (First) (Middle) C/O FOOT LOCKER, INC. 112 WEST 34TH STREET				3. Date of Earliest Transaction (Month/Day/Year) 05/16/2012														r (specify v)	
treet) EW YORK NY 10120						4. If Amendment, Date of Original Filed (Month/Day/Year)									lividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Tat	ole I - No	n-Deriv	ative	Se	curitie	s Acc	uired.	Disi	oosed o	f. or	Bene	ficia	ally O	wne				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ar) i	2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3,			(A) or	5. Se Be	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	1)	() or ()	Price	Trai		ction(s)		(Instr. 4)	
Common Stock				05/16/2012						1,902	2	Α	\$0		1,902		D		
Common Stock															30,051		D		
Phantom stock units														3		38.4555	D		
	7													y Owr	ed				
rivative Conversion Date Execution Ecurity or Exercise (Month/Day/Year) if any			Date,	Code (Instr.		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio	n Date	ar)	Amount of Securities Underlying Derivative Security (Instr. and 4)		unt	Deriva Securi (Instr.		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	Beneficial Ownership (Instr. 4)	
	(FOT LOCKEST 34TH STORK NOT SECURITY (Insulated Stock	(First) OT LOCKER, INC. ST 34TH STREET ORK NY (State) Tak Security (Instr. 3) Stock Stock Stock stock units T 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) OT LOCKER, INC. ST 34TH STREET ORK NY 10120 (State) (Zip) Table I - Note that the stock of the stock	(First) (Middle) OT LOCKER, INC. ST 34TH STREET ORK NY 10120 (State) (Zip) Table I - Non-Derive (Month) Stock	N CHERYL N (First) (Middle) OT LOCKER, INC. ST 34TH STREET ORK NY 10120 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Stock Stock Table II - Derivative S (e.g., puts, c.g., puts, puts, c.g., puts, puts, c.g., puts, c.g., puts, c.g., puts, c.g., puts, c.g., puts, c	Conversion or Exercise Price of Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Security (Month/Day/Year) Conversion or Exercise Price of Derivative Security (Month/Day	Conversion or Exercise Price of Derivative Security Security	(First) (Middle) (First) (Middle) (ST 34TH STREET (State) (Zip) Table I - Non-Derivative Securities Accurity (Instr. 3) (State) (Zip) Table I - Non-Derivative Securities Accurity (Month/Day/Year) (Month/Day/Year) Stock (Stock (Stock (Month/Day/Year) (Stock (Month/Day/Year) (Month/Day/Year)	(First) (Middle) OT LOCKER, INC. 3. Date of Earliest Transaction (Mos/16/2012 4. If Amendment, Date of Original Execution Date, if any (Month/Day/Year) OT LOCKER, INC. OT LOCKER, INC. 3. Date of Earliest Transaction (Mos/16/2012 2. Transaction Date (Month/Day/Year) OT LOCKER, INC. 3. Date of Earliest Transaction (Mos/16/2012 A. Deemed Execution Date, if any (Month/Day/Year) Conversion or Exercise Price of Date (Month/Day/Year) Conversion or Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) OT LOCKER, INC. 3. Date of Earliest Transaction (Mos/16/2012 A. Deemed Execution Date, if any (Month/Day/Year) Code (Instr. 3) Stock Table II - Derivative Securities Acquired, D (Code (Instr. 8) OT LOCKER, INC. Stock 4. If Amendment, Date of Original Transaction Date, if any (Month/Day/Year) OT Disposed of (D) (Instr. 3, 4 and 5)	FOOT LOCKER INC [FL (First) (Middle) OT LOCKER, INC. ST 34TH STREET Table I - Non-Derivative Securities Acquired, Disponent (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock Stock 10120 2. Transaction Date (Month/Day/Year) Stock 105/16/2012 2. Transaction Date (Month/Day/Year) Stock 105/16/2012 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock 105/16/2012 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Execution Date (Month/Day/Year) (Execution Date (Instr. 8) Code (Instr. 8) Code (Instr. 8) Stock 3. Transaction Code (Instr. 8) Code (Instr. 8) Code (Instr. 8) Stock Stock Stock 10	(First) (Middle) (First) (Middle) (TLOCKER, INC. ST 34TH STREET Table I - Non-Derivative Securities Acquired, Disposed of (D) (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Month/Day/Year) (Stock	CHERYL N CHERYL N Correction Correct	Conversion of Exercisor Stock Stoc	Conversion of Exercisor Stock Stoc	Check all X Check all X	Check all age Content Conversion Con	FOOT LOCKER INC [FL] (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock	FOOT LOCKER INC (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month	

Explanation of Responses:

1. Award of restricted stock units under the Foot Locker 2007 Stock Incentive Plan, as amended and restated.

Remarks:

Sheilagh M. Clarke, Attorneyin-Fact for Cheryl Nido Turpin

05/1<u>8/2012</u>

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.