FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Wash

ngton, D.C. 20549	OMB APPROVAL					
ES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-02				

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

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

Name and Address of Reporting Person* YOUNG DONA D					2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER INC [FL]									(Check all a		applicable) pirector		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													Other (specify below)	
ORK N	Y 1			Line) X Form filed									filed by One Reporting Person filed by More than One Reporting						
			n-Deriv	ative	Sar	ruritia	s Aco	uired	Dier	nosed o	f or	Rene	fici	ally C	wn				
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		ar) i	2A. Deemed Execution Date, if any		3. Transaction Code (Instr.		4. Securities Acquired (A			(A) o	A) or 5. A 5. A Sec Ber Ow		ount of ties cially I Following	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	Trai		ction(s)			(111501.4)
Common Stock				05/16/2012				A ⁽¹⁾		1,902	2	Α	\$	0	1,902		I)	
Common Stock															25,430		I)	
Phantom stock units															44,394.908		I)	
	Та														ned				
ity or Exercise (Month/Day/Year) if any		Date,	4. Transaction Code (Instr. 8)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date Month/Day/Year)			Amour		unt	t r		derivative Securities Beneficially Owned Following Reported	Ow For Dire or I (I) (m: ect (D) ndirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	G DONA (Fi T LOCKE T 34TH ST ORK N (St ecurity (Inst stock Stock Stock Stock stock units	(First) (T LOCKER, INC. T 34TH STREET ORK NY (State) Tab ecurity (Instr. 3) Stock Stock Stock Stock Conversion or Exercise Price of Date (Month/Day/Year) Derivative Tab	(First) (Middle) T LOCKER, INC. T 34TH STREET ORK NY 10120 (State) (Zip) Table I - Norecurity (Instr. 3) Stock Stock Stock Stock Stock Groversion or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Pear)	(First) (Middle) T LOCKER, INC. T 34TH STREET ORK NY 10120 (State) (Zip) Table I - Non-Derive (Month/) Stock 05/10 Stock 05/10 Stock 10 Conversion or Exercise Price of Date (Month/)Day/Year) Or Exercise Price of Derivative (Month/)Day/Year)	(First) (Middle) TLOCKER, INC. T 34TH STREET ORK NY 10120 (State) (Zip) Table I - Non-Derivative ecurity (Instr. 3) Stock Stock Stock Table II - Derivative S (e.g., puts, compared in any (Month/Day/Year) or Exercise Price of Derivative (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) and Code	(First) (Middle) (T LOCKER, INC. T 34TH STREET (State) (Zip) Table I - Non-Derivative Secundary (Month/Day/Year) Stock Stock Table II - Derivative Secundary (Month/Day/Year) Table II - Derivative Secundary (Month/Day/Year) 2. Table II - Derivative Secundary (Month/Day/Year) (Month/Day/Year) 2. Table II - Derivative Secundary (Month/Day/Year) (Month/Day/Year) 3. Date of 05/16/2012 4. Transaction Code (Instr. Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) T LOCKER, INC. T 34TH STREET Table I - Non-Derivative Securities (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warr. 2. Table II - Derivative Securities (e.g., puts, calls, warr.) 2. Table II - Derivative Securities (e.g., puts, calls, warr.) 2. Table II - Derivative Securities (e.g., puts, calls, warr.) 3. Date of Earlies 05/16/2012 4. If Amendment, 2. Transaction Date (e.g., puts, calls, warr.) 2. Table II - Derivative Securities (e.g., puts, calls, warr.) 3. Transaction Date (month/Day/Year) 3. Transaction Date (month/Day/Year) 3. Transaction Date (e.g., puts, calls, warr.) Conversion of Exercise Price of Derivative Security (Month/Day/Year)	(First) (Middle) (First) (Middle) (T LOCKER, INC. T 34TH STREET (State) (Zip) Table I - Non-Derivative Securities Accurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Stock Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, of Date (Month/Day/Year) (Stock Stock (Month/Day/Year) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (Middle) 3. Date of Earliest Transaction 5/16/2012 4. If Amendment, Date of Earliest Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Date of Earliest Transaction 2 (A) or Date (Month/Day/Year) 4. If Amendment, Date of Earliest Transaction 2 (A) or Date (Month/Day/Year) 3. Date of Earliest Transaction 2 (A) or Date (Month/Day/Year) 4. If Amendment, Date of Earliest Transaction 2 (A) Deemed Execution Date, if any (Month/Day/Year) 5. Number of Code (Instr. 8) 5. Number of Code (Instr. 8) 6. Number of Code (Instr. 3) 7. Number of Code (Instr. 3) 8. Number of Code (Instr. 3) 9. Number of Code (Instr. 3)	FOOT LOCKER INC [(First) (Middle) (First) (Middle) (T LOCKER, INC. T 34TH STREET (State) (Zip) Table I - Non-Derivative Securities Acquired, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4) (Month/Day/Year) (Month/Day/Year)	FOOT LOCKER INC [FL] (First) (Middle) (T LOCKER, INC. T 34TH STREET (State) (Zip) Table I - Non-Derivative Securities Acquired, Disperivative (Month/Day/Year) (Stock	(First) (Middle) (First) (Middle) (T LOCKER, INC. T 34TH STREET Table I - Non-Derivative Securities Acquired, Disposed of (Nonth/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (P. (e.g., puts, calls, warrants, options, convertibe security Table II - Derivative Securities Acquired, Disposed of (P. (e.g., puts, calls, warrants, options, convertibe security A(1) 1,907 Table II - Derivative Securities Acquired, Disposed of (P. (e.g., puts, calls, warrants, options, convertibe security (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (P. (e.g., puts, calls, warrants, options, convertibe security (Nonth/Day/Year) Table II - Derivative Securities Acquired, Disposed of (P. (e.g., puts, calls, warrants, options, convertibe securities (Nonth/Day/Year) Table II - Derivative Securities Acquired, Disposed of (P. (e.g., puts, calls, warrants, options, convertibe securities (Nonth/Day/Year) Table II - Derivative Securities Acquired (Nonth/Day/Year)	FOOT LOCKER INC FL	Code V Amount Code V Amount Code V Amount Code V Amount Code V Code Code V Code Code V Code Code Code V Code Co	Code V Amount Code (Instr. 3) Code V Amount Code (Instr. 3) Code V Amount Code (Instr. 3) Code V C	FOOT LOCKER INC [FL] (Check a X 3. Date of Earliest Transaction (Month/Day/Year) 05/16/2012 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual Filed (Month/Day/Year) 6. Individual Filed (Month/Day/Year) 6. Individual Filed (Month/Day/Year) 7. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner of Disposed Of (D) (Instr. 3, 4 and 5) 7. Transaction (Month/Day/Year) 8. Price of Disposed Of, or Beneficially Owner	FOOT LOCKER INC [FL] (Check all apply X Direct Office below	FOOT LOCKER INC [FL] (First) (Middle) (First)	FOOT LOCKER INC [FL] 3. Date of Earliest Transaction (Month/Day/Year) 05/16/2012 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Demend Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (S) (Poly Code (Instr. 3) and 4) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported (S) (Poly Code (Instr. 3) and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 3. Transaction Date (puts) 4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Amount of Securities Date of Code (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Amount of Securities Date of Code (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Amount of Securities Date of Code (Instr. 4) 3. Transaction Date of Code (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Amount of Securities Date of Code (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) 3. Amount of Securities Date of Code (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) 5. Amount of Code (Instr. 5) 6. Own Securities Date of Code (Instr. 6) 6. Own Securities Date of Code (Instr. 6) 6. Own Securities Date of Code (Instr. 6) 6. Own Securities Date of Code (Instr. 6)	FOOT LOCKER INC [FL] (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (First) (Middle) (TLOCKER, INC. T 34TH STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ecurity (Instr. 3) 2. Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Stock 05/16/2012 A(I) 1,902 A \$0 1,902 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Form: Direct Beneficially Owned

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 Dona D. Young

05/18/2012

** 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.