FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D	D.C. 20549
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Check this box if no longer subject to
Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL 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

1. Name and Address of Reporting Person*  MCKENNA MATTHEW M					2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER INC [ FL ]										all app	licable)		lssuer Owner	
t) (First) (Middle)  D FOOT LOCKER, INC.				3. Date of Earliest Transaction (Month/Day/Year) 07/01/2010											Officer (give title below)		Other (specify below)		
112 WEST 34TH STREET  (Street)  NEW YORK NY 10120				4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person					
																	e than One Re	porting	
	Tabl	e I - No	on-Deriv	ative	Sec	uritie	s Ac	quired	l, Dis	sposed o	f, or	Ber	eficia	ally	Owne	ed			
Date					Execution (Year) if any		cution Date, y								Securi Benefi Owned	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) (D)	or	Price		Transaction(s) (Instr. 3 and 4)			(111501.4)	
Common Stock 07/01/2					010			A <sup>(1)</sup>		7,923	A	1	\$12.62(2		(2) <b>64,056</b>		D		
	Та	ıble II -												y Ov	vned				
Derivative Conversion Date Execution Security or Exercise (Month/Day/Year) if any		on Date,	Code (Inst				Expirat	Amou Secur Under Derive Secur	nstr. 3	Deriv Secu	ivative curity	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)					
	(Find the property of the prop	(First) (CT LOCKER, INC. ST 34TH STREET  ORK NY  (State) (CT LOCKER, INC.  Table  Security (Instr. 3)  Stock  Table  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 of the content o	(First) (Middle)  OT LOCKER, INC.  ST 34TH STREET  ORK NY 10120  (State) (Zip)  Table I - Non-Derive Conversion or Exercise Price of Derivative (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)	NNA MATTHEW M   FC	Stock   Stoc	(First) (Middle)  OT LOCKER, INC.  ST 34TH STREET  Table I - Non-Derivative Securities  Security (Instr. 3)  Table II - Derivative Securities (e.g., puts, calls, warrange of Derivative Security (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)  Table II - Derivative Securities (e.g., puts, calls, warrange)	(First) (Middle)  (First) (Middle)  OT LOCKER, INC.  ST 34TH STREET  Table I - Non-Derivative Securities Accurate (Month/Day/Year)  Stock  Table II - Derivative Securities Acquate (e.g., puts, calls, warrants, (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, (Month/Day/Year)  3. Date of Earliest Trans 07/01/2010  4. If Amendment, Date of Execution Date (Execution Date, if any (Month/Day/Year))  Table II - Derivative Securities Acquate (e.g., puts, calls, warrants, (Month/Day/Year))  3. Transaction Date (if any (Month/Day/Year))  3. Transaction Date (e.g., puts, calls, warrants, (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4)	Code   Conversion or Exercise Price of Derivative Security   Sec	Code   V   Code   V   Code   V   Code   Conversion or Exercise Price of Derivative Security   Sec	FOOT LOCKER INC [FL]  (First) (Middle)  (First) (Middle)  (TLOCKER, INC.  ST 34TH STREET  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertibe (Month/Day/Year)  2. Transaction Date (month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (Month/Day/Year)  4. Securities Acquired (Month/Day/Year)  5. Number of Derivative Securities Acquired (Month/Day/Year)  6. Date Exercisable and Experication Date (Month/Day/Year)	(First) (Middle)  (First) (Middle)  (First) (Middle)  (TLOCKER, INC.  ST 34TH STREET   Table I - Non-Derivative Securities Acquired, Disposed of, or Date (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of (D) (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible se (e.g., puts, calls, warrants, options, convertible se (Month/Day/Year)  2. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible se (Month/Day/Year)  [2. Transaction Code (Instr. 8)  Table II - Derivative Securities Acquired (Month/Day/Year)  [3. Transaction Code (Instr. 8)  [4. Transaction Date (Month/Day/Year)  [5. Number of Date Exercisable and Execution Date (Month/Day/Year)  [6. Date Exercisable and Code (Instr. 8)  [7. Title Securities Acquired (Month/Day/Year)  [8]  [8]  [8]  [8]  [8]  [8]  [8]  [8	Stock	Conversion or Exercise   Table II - Derivative   Securities   Securities   Acquired   Disposed of   Disposed   Disposed of   Disposed of   Disposed of   Disposed of   Disposed   D	Check   NNA MATTHEW M   South   Conversion or Exercise Price of Derivative Securities   Stock   Stoc	FOOT LOCKER INC   File   Fil	FOOT LOCKER INC [FL]  (First) (Middle)  OT LOCKER, INC.  ST 34TH STREET  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (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)  Stock  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Securities Acquired)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Securities Acquired)  Table II - Derivative Secu	FOOT LOCKER INC [FL]  (Check all applicable) X Director Officer (give title below) Officer (give title	

## **Explanation of Responses:**

- 1. Stock distribution made in payment of the reporting person's 2010 annual retainer fee.
- 2. Value of consideration is equal to the closing price of a share of the Company's common stock on June 30, 2010.

## Remarks:

Sheilagh M. Clarke, Attorney-

in-Fact for Matthew M.

**McKenna** 

\*\* Signature of Reporting Person

Date

07/06/2010

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.