

OMB APPROVAL	
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**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

1. Name and Address of Reporting Person* <b>PETERS LAUREN B</b>  (Last) (First) (Middle) <b>FOOT LOCKER, INC.</b> <b>112 WEST 34TH STREET</b>  (Street) <b>NEW YORK NY 10120</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>FOOT LOCKER INC [ FL ]</b>	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) <b>EVP &amp; Chief Financial Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>03/26/2014</b>	
	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	03/26/2014		A <sup>(1)</sup>		12,129	A	\$0	12,129	D	
Common Stock	03/26/2014		A <sup>(2)</sup>		20,000	A	\$0	135,999	D	
Common Stock								1,656.883	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					
Employee stock option (right to buy)	\$45.08	03/26/2014		A		34,000		03/26/2015 <sup>(3)</sup>	03/26/2024	Common Stock	\$0	34,000	D	

**Explanation of Responses:**

- Represents performance-based restricted stock units earned for the 2012-2013 long-term incentive period, as the performance conditions for this performance period were met and certified as of March 26, 2014. The restricted stock units will vest on March 21, 2015 and are payable solely in shares of the Company's common stock.
- Restricted stock award under the Foot Locker 2007 Stock Incentive Plan, which will vest on March 26, 2017, subject to the reporting person's continued employment by the Company through the vesting date.
- Option becomes exercisable in three equal annual installments, beginning March 26, 2015, which is the first anniversary of the date of grant.

**Remarks:**

Sheilagh M. Clarke, Attorney-in-Fact for Lauren B. Peters 03/28/2014

\*\* 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.

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.