Instruction 1(b).

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C.	20549	

Check this box if no longer subject	STATEMENT OF CHANGES IN BENEFICIAL	OWNERSHIP
to Section 16. Form 4 or Form 5		
obligations may continue. See		

OMB APPROVAL 3235-0287 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* Maurer John A			2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER, INC. [FL]									(Chec	k all applicable) Director		ng Person(s) to Iss 10% Ow Other (s		ner	
(Last) (First) (Middle) C/O FOOT LOCKER, INC. 330 WEST 34TH STREET				3. Date of Earliest Transaction (Month/Day/Year) 03/23/2022									X below) below) below) VP, Treasurer					
				4. If <i>A</i>	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indi Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Table	e I - No	n-Deriva	tive S	Secu	rities	Acq	uired,	Dis	posed of	, or E	Benef	icially	Own	ed			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		Execution Date,		Transaction [4 and Securi Benefi Owned		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	(A) (D)	or Pr	ice	Transa	nsaction(s)			(Instr. 4)
Common Stock			03/23/2	03/23/2022				A ⁽¹⁾		5,335	A		\$0		9,660		D	
imon Stock 03/2			03/27/2	.022				F ⁽²⁾		264	D \$3		30.5(3)	22,827 ⁽⁴⁾			D	
Stock														9,023 D				
Stock														1,65	55.3095			401(K) Plan
	Та	able II -												Owne	d			
Derivative Conversion Date Security or Exercise (Month/Day/Year) Execution if any		ion Date,	4. Transaction Code (Instr. 8)		of Derivative (Mos Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amou		Derivativ Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported	y [0 F C C	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
	Stock	(First) OT LOCKER, INC. ST 34TH STREET ORK NY (State) Table Security (Instr. 3) Stock Stock Stock Stock Stock Stock Stock Stock Stock Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) OT LOCKER, INC. ST 34TH STREET ORK NY 10001 (State) (Zip) Table I - No Security (Instr. 3) Stock Stock Stock Stock Stock Table II - Conversion or Exercise Price of Derivative (Month/Day/Year) (Month)	(First) (Middle) OT LOCKER, INC. ST 34TH STREET ORK NY 10001 (State) (Zip) Table I - Non-Derivation (Month/Da) Stock 03/23/2 Stock 03/27/2 Stock Table II - Derivation (e.g., pt. Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. Transaction Date (Month/Day/Year)	FOOL (First) (Middle) OT LOCKER, INC. ST 34TH STREET ORK NY 10001 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock Stock 03/23/2022 Stock Stock Table II - Derivative Security Stock Table II - Derivative Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (Instr. 3) 2. Transaction Date (Instruction Date (Instructio	FOOT I (First) (Middle) OT LOCKER, INC. ST 34TH STREET Table I - Non-Derivative Security (Instr. 3) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Security (e.g., puts, calls, v. (Month/Day/Year) 2. Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3. Date of E 03/23/2022 4. If Amend 3. Date of E 03/23/2022 4. Transaction Ceg., puts, calls, v. (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year) 4. Transaction Code (Instr. 8)	FOOT LOCK (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Security (Instr. 3) Stock Table II - Derivative Securities (e.g., puts, calls, warra 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warra 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities (e.g., puts, calls, warra (e.g., puts, call	FOOT LOCKER (First) (Middle) OT LOCKER, INC. ST 34TH STREET Table I - Non-Derivative Securities Acques (Month/Day/Year) Stock Table II - Derivative Securities Acques (Month/Day/Year) Stock Table II - Derivative Securities Acques (Month/Day/Year) Stock Table II - Derivative Securities Acques (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Stock Table II - Derivative Securities Acques (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Stock Stock Table II - Derivative Securities Acques (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Stock Table II - Derivative Securities Acques (Government) Stock Table II - Derivative Securities Acques (Government) Transaction Code (Instr. 8) Securities Acques (Instr.	FOOT LOCKER, INC (First) (Middle) OT LOCKER, INC. ST 34TH STREET Table I - Non-Derivative Securities Acquired, If any (Month/Day/Year) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Stock Table II - Derivative Securities Acquired, If any (Month/Day/Year) Conversion or Exercise Price of Derivative Securities Acquired, If any (Month/Day/Year) 2. Conversion or Exercise Price of Date (Month/Day/Year) Conversion or Exercise Price of Derivative Securities Acquired, If any (Month/Day/Year) Stock Table III - Derivative Securities Acquired, If any (Month/Day/Year) Show the first Transaction Date (Month/Day/Year) Stock Table III - Derivative Securities Acquired, If any (Month/Day/Year) Show the first Transaction of Date (e.g., puts, calls, warrants, option) Table III - Derivative Securities Acquired (A) or Disposed of Instr. 3, 4 and 5) Date Date	FOOT LOCKER, INC. [F Comparison Conversion Convers	(First) (Middle) OT LOCKER, INC. ST 34TH STREET Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction Code (Instr. 3) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction Code (Instr. 3) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired, Disposed of, (D) (Month/Day/Year) 5. Number of Code (Instr. 3) 4. Securities Acquired, Disposed of, (D) (Month/Day/Year) 4. Securities Acquired, Disposed of, (D) (Month/Day/Year) 5. Number of Code (Instr. 3) 4. Securities Acquired, Disposed of, (D) (Month/Day/Year) 5. Number of Code (Instr. 3) 5. Number of Code (Instr. 3) 6. Date Exercisable and Expiration Date (Month/Day/Year) 6. Date Exercisable and Exp	FOOT LOCKER, INC. FL	FOOT LOCKER, INC. FL	Check Conversion Conversion Conversion Corporative Corp	FOOT LOCKER, INC. [FL] 3. Date of Earliest Transaction (Month/Day/Year) OT LOCKER, INC. ST 34TH STREET 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Execution Date, (Month/Day/Year) (Month/Day/Year) Stock 103/23/2022 24. Deemed Execution Date, (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Stock 103/23/2022 24. Deemed Execution Date, (I any (Month/Day/Year)) Code V Amount (D) Price (Price of Exercise) Stock 103/23/2022 34. Deemed Execution Date, (Instr. 3) Stock 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/2022 103/23/	FOOT LOCKER, INC. FL	FOOT LOCKER, INC. [FL]	FOOT LOCKER, INC. (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) (Stock 03/23/2022

Explanation of Responses:

- 1. Represents performance-based restricted stock units earned for the 2020-21 long-term incentive period, as the performance conditions for this performance period were met and certified. The restricted stock units will vest on March 23, 2023 and are payable solely in shares of the Company's Common Stock.
- 2. Shares withheld in payment of tax liability in connection with the vesting of a previously reported award of restricted stock units, which vested on March 27, 2022.
- 3. Price is equal to the closing price of a share of the Company's Common Stock on March 25, 2022.
- 4. Includes 373 net shares received on vesting of award on March 27, 2022.

Anthony D. Foti, Attorney-in-Fact for John Maurer

03/28/2022

** 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.