

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

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

1. Name and Address of Reporting Person* <u>PETRUCCI LAURIE</u> _____ (Last) (First) (Middle) <u>C/O FOOT LOCKER, INC.</u> <u>112 WEST 34TH STREET</u> _____ (Street) <u>NEW YORK, NY 10120</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER INC [FL]</u> _____ 3. Date of Earliest Transaction (Month/Day/Year) <u>01/15/2004</u> _____ 4. If Amendment, Date of Original Filed (Month/Day/Year)			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) <u>Senior Vice President</u>		
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	01/15/2004		M		15,000	A	\$11.3125	47,000	D	
Common Stock	01/15/2004		M		10,000	A	\$12.985	57,000	D	
Common Stock	01/15/2004		M		21,666	A	\$13.21	78,666	D	
Common Stock	01/15/2004		S		1,700	D	\$25.83	76,966	D	
Common Stock	01/15/2004		S		500	D	\$25.81	76,466	D	
Common Stock	01/15/2004		S		1,100	D	\$25.8	75,366	D	
Common Stock	01/15/2004		S		43,366	D	\$25.75	32,000	D	

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						Title
Employee Stock Option (right to buy)	\$11.3125	01/15/2004		M		15,000		04/12/2001 ⁽¹⁾	04/12/2010	Common Stock	15,000	\$0	0	D	
Employee Stock Option (right to buy)	\$12.985	01/15/2004		M		10,000		04/11/2002 ⁽²⁾	04/11/2011	Common Stock	10,000	\$0	5,000	D	
Employee Stock Option (right to buy)	\$13.21	01/15/2004		M		21,666		04/30/2002 ⁽³⁾	04/30/2011	Common Stock	21,666	\$0	10,834	D	

Explanation of Responses:

- Option granted on April 12, 2000 and became exercisable in three equal annual installments beginning April 12, 2001.
- Option granted on April 11, 2001 and becomes exercisable in three equal annual installments beginning April 11, 2002.
- Option granted on April 30, 2001 and becomes exercisable in three equal annual installments beginning April 30, 2002.

Remarks:

Sheilagh M. Clarke, Attorney-in-Fact for Laurie Petrucci 01/16/2004

** 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.

