

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 21, 2003

FOOT LOCKER, INC.

(Exact name of registrant as specified in its charter)

New York	No. 1-10299	13-3513936
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)

112 West 34th Street, New York, New York	10120
----- (Address of principal executive offices)	----- (Zip Code)

Registrant's telephone number, including area code: (212) 720-3700

Item 7. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release of Foot Locker, Inc. dated August 21, 2003 reporting operating results for the second quarter of 2003.

Item 12. Results of Operations and Financial Condition

On August 21, 2003, Foot Locker, Inc. issued a press release announcing its operating results for the second quarter of 2003. A copy of the press release is attached as Exhibit 99.1, which, in its entirety, is incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned being hereunto duly authorized.

FOOT LOCKER, INC.

(Registrant)

Date: August 21, 2003

By: /s/ Bruce L. Hartman

Bruce L. Hartman
Executive Vice President and
Chief Financial Officer

FOOT LOCKER, INC

N E W S R E L E A S E

CONTACT: Peter D. Brown
Vice President, Treasurer
and Investor Relations
Foot Locker, Inc.
(212) 720-4254

FOOT LOCKER, INC. REPORTS SECOND QUARTER RESULTS

- o Earnings Per Share from Continuing Operations Increased 14 Percent to \$0.25 Per Share
- o Debt, Net of Cash, Decreased to \$24 Million from \$87 Million Last Year
- o Company Extends Its Revolving Credit Facility to 2006
- o Company Sets Third Quarter Earnings Guidance At \$0.31-to-\$0.33 Per Share

NEW YORK, NY, August 21, 2003 - Foot Locker, Inc. (NYSE: FL), the New York-based specialty athletic retailer, today reported financial results for its second quarter ended August 2, 2003.

Second Quarter Results

Income from continuing operations increased 14 percent to \$0.25 per share, or \$37 million, from \$0.22 per share, or \$33 million last year. For the 13-week second quarter period, sales increased 3.5 percent to \$1,123 million this year compared with sales of \$1,085 million last year. Second quarter comparable-store sales decreased 4.4 percent.

Year-to-Date Results

Income from continuing operations for the 26-week period ended August 2, 2003, increased to \$0.52 per share, or \$76 million, compared with \$0.48 per share, or \$71 million last year. Year-to-date sales increased 3.5 percent to \$2,251 million, compared with sales of \$2,175 million last year. Comparable-store sales decreased 3.5 percent.

Debt, net of cash, was reduced to \$24 million from \$87 million last year. Merchandise inventories remain current, and are both on plan and well positioned to support third quarter sales expectations.

Matthew D. Serra, Foot Locker, Inc.'s President and Chief Executive Officer stated, "The Company's sales trend significantly improved in late July and this has continued into the third week of August. We expect our average price points to stabilize later in the third quarter as we anniversary against the current fashion trend of lower-priced classic footwear. Additionally, we expect our gross margin rate to continue to be favorable to last year due to our somewhat tempered promotional posture in the United States. Therefore, we currently expect third quarter earnings of \$0.31-to-\$0.33 per share, in line with analysts' estimates."

On July 30, 2003, the Company amended and restated its revolving credit facility with its existing bank group, achieving a lower pricing structure and increased covenant flexibility, while extending the maturity date to July 2006. The credit facility was also increased in size by \$10 million, to \$200 million.

On August 20, 2003, the Board of Directors declared a quarterly dividend on the Company's common stock of \$0.03 per share. The dividend will be payable October 31, 2003 to shareholders of record on October 17, 2003.

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During the second quarter, the Company opened 38 stores, remodeled/relocated 118 stores and closed 30 stores. The store openings included the Company's entrance into the Portugal and New Zealand markets. At August 2, 2003 the Company operated 3,608 stores in 16 countries in North America, Europe and Australia.

The Company is hosting a live conference call at 10:00 am (EST) on Thursday, August 21, 2003. This conference call may be accessed live from the Investor Relations section of the Foot Locker, Inc. website at <http://www.footlocker-inc.com>. The conference call will be available for webcast replay until 5:00 pm on Monday, August 25, 2003.

Disclosure Regarding Forward-Looking Statements

This press release contains forward-looking statements, which reflect management's current views of future events and financial performance. These forward-looking statements are based on many assumptions and factors detailed in the Company's filings with the Securities and Exchange Commission, including the effects of currency fluctuations, customer demand, fashion trends, competitive market forces, uncertainties related to the effect of competitive products and pricing, customer acceptance of the Company's merchandise mix and retail locations, the Company's reliance on a few key vendors for a majority of its merchandise purchases (including a significant portion from one key vendor), unseasonable weather, risks associated with foreign global sourcing, including political instability, changes in import regulations and the presence of severe acute respiratory syndrome, economic conditions worldwide, any changes in business, political and economic conditions due to the threat of future terrorist activities in the United States or in other parts of the world and related U.S. military action overseas, and the ability of the Company to execute its business plans effectively with regard to each of its business units, including its plans for the marquee and launch footwear component of its business. Any changes in such assumptions or factors could produce significantly different results. The Company undertakes no obligation to update forward-looking statements, whether as a result of new information, future events, or otherwise.

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FOOT LOCKER, INC.
Consolidated Statements of Operations
(unaudited)
Periods ended August 2, 2003 and August 3, 2002
(In millions, except per share amounts)

	Second Quarter 2003	Second Quarter 2002
Sales	\$ 1,123	\$ 1,085
Cost of sales	792	773
Selling, general and administrative expenses	233	220
Depreciation and amortization	38	38
Restructuring charge (income) (1)	1	(1)
Interest expense, net	4	7
Other income (2)	--	(3)
	1,068	1,034
Income from continuing operations before income taxes	55	51
Income tax expense	18	18
Income from continuing operations	37	33
Loss on disposal of discontinued operations, net of tax	(1)	(2)
Net income	\$ 36	\$ 31
Diluted EPS:		
Income from continuing operations	\$ 0.25	\$ 0.22
Loss on disposal of discontinued operations, net of tax	(0.01)	(0.01)
Net income	\$ 0.24	\$ 0.21
Weighted-average diluted shares outstanding	152.1	151.0
	Year-To-Date 2003	Year-To-Date 2002
Sales	\$ 2,251	\$ 2,175
Cost of sales	1,575	1,543
Selling, general and administrative expenses	474	440
Depreciation and amortization	75	74
Restructuring charge (income) (1)	1	(1)
Interest expense, net	9	14
Other income (2)	--	(3)
	2,134	2,067
Income from continuing operations before income taxes	117	108
Income tax expense	41	37
Income from continuing operations	76	71
Loss on disposal of discontinued operations, net of tax	(1)	(20)
Cumulative effect of accounting changes, net of tax (3)	(1)	--
Net income	\$ 74	\$ 51
Diluted EPS:		
Income from continuing operations	\$ 0.52	\$ 0.48
Loss on disposal of discontinued operations, net of tax	(0.01)	(0.13)
Cumulative effect of accounting changes, net of tax (3)	--	--
Net income	\$ 0.51	\$ 0.35
Weighted-average diluted shares outstanding	151.7	150.9

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- (1) Represents revisions in estimates to restructuring reserves for disposed businesses.
 - (2) Amount in 2002 reflects real estate transactions.
 - (3) Related to adoption of SFAS No. 143 "Accounting for Asset Retirement Obligations."

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FOOT LOCKER, INC.
Condensed Consolidated Balance Sheets
(unaudited)
(In millions)

	August 2, 2003	August 3, 2002
Assets		
CURRENT ASSETS		
Cash and cash equivalents	\$ 332	\$ 307
Merchandise inventories	948	887
Assets of discontinued operations	2	3
Other current assets	98	110
	1,380	1,307
Property and equipment, net	621	626
Deferred tax assets	236	247
Other assets	332	283
	\$ 2,569	\$2,463
Liabilities and Shareholders' Equity		
CURRENT LIABILITIES		
Accounts payable	\$ 339	\$ 389
Accrued liabilities	259	203
Current liabilities and reserves for restructuring, discontinued operations and businesses held for sale	23	28
Current portion of long-term debt and obligations under capital leases	--	31
	621	651
Long-term debt and obligations under capital leases	348 (1)	363
Other liabilities	408 (1)	372
SHAREHOLDERS' EQUITY	1,192	1,077
	\$ 2,569	\$ 2,463

(1) Long-term debt and obligations under capital leases in 2003 were reduced by \$8 million representing the fair value of interest rate swaps related to the Company's 8 1/2% debentures due in 2022. The Company's debt, net of cash calculation excludes the fair value of these interest rate swaps which are reflected in other liabilities.

FOOT LOCKER, INC.
Store and Estimated Square Footage - Continuing Operations
(unaudited)
(Square footage in thousands)

	August 2, 2003	August 3, 2002	February 1, 2003
Foot Locker U.S.			
Number of stores	1,457	1,477	1,477
Gross square footage	5,959	6,008	6,043
Selling square footage	3,465	3,451	3,497
Lady Foot Locker			
Number of stores	597	614	606
Gross square footage	1,331	1,380	1,362
Selling square footage	738	789	781
Kids Foot Locker			
Number of stores	361	384	377
Gross square footage	875	922	912
Selling square footage	521	550	547
Champs Sports			
Number of stores	587	577	582
Gross square footage	3,265	3,252	3,262
Selling square footage	2,273	2,281	2,292
Foot Locker International			
Number of stores	606	548	583
Gross square footage	1,714	1,540	1,639
Selling square footage	949	871	920
Total Athletic Group			
Number of stores	3,608	3,600	3,625
Gross square footage	13,144	13,102	13,218
Selling square footage	7,946	7,942	8,037