

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	
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1. Name and Address of Reporting Person* <u>PETRUCCI LAURIE</u> (Last) (First) (Middle) C/O FOOT LOCKER, INC. 112 WEST 34TH STREET (Street) NEW YORK, NY 10120 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER INC [FL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 10/07/2004	
	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 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	10/07/2004		M		5,000	A	\$12.985	68,896 ⁽¹⁾	D	
Common Stock	10/07/2004		M		10,834	A	\$13.21	79,730	D	
Common Stock	10/07/2004		M		31,666	A	\$16.02	111,396	D	
Common Stock	10/07/2004		M		13,333	A	\$10.245	124,729	D	
Common Stock	10/07/2004		S		8,973	D	\$24.15	115,756	D	
Common Stock	10/07/2004		S		300	D	\$24.1	115,456	D	
Common Stock	10/07/2004		S		400	D	\$24.08	115,046	D	
Common Stock	10/07/2004		S		3,400	D	\$24.07	111,656	D	
Common Stock	10/07/2004		S		4,000	D	\$24.06	107,656	D	
Common Stock	10/07/2004		S		2,600	D	\$24.05	105,056	D	
Common Stock	10/07/2004		S		1,000	D	\$24.04	104,056	D	
Common Stock	10/07/2004		S		200	D	\$24.02	103,856	D	
Common Stock	10/07/2004		S		39,960	D	\$24	63,896	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					
Employee stock option (right to buy)	\$12.985	10/07/2004		M			5,000	04/11/2002 ⁽²⁾	04/11/2011	Common Stock	5,000	\$0	0	D
Employee stock option (right to buy)	\$13.21	10/07/2004		M			10,834	04/30/2002 ⁽³⁾	04/30/2011	Common Stock	10,834	\$0	0	D
Employee stock option (right to buy)	\$16.02	10/07/2004		M			31,666	04/18/2003 ⁽⁴⁾	04/18/2012	Common Stock	31,666	\$0	15,834	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	Amount or Number of Shares				
Employee stock option (right to buy)	\$10.245	10/07/2004		M			13,333	04/16/2004 ⁽⁵⁾	04/16/2013	Common Stock	13,333	\$0	26,667	D	

Explanation of Responses:

- Includes 1,896 shares acquired on 6/1/04 through the Employees Stock Purchase Plan.
- Option granted on 4/11/01 and became exercisable in three equal annual installments, beginning 4/11/02.
- Option granted on 4/30/01 and became exercisable in three equal annual installments, beginning 4/30/02.
- Option granted on 4/18/02 and becomes exercisable in three equal annual installments, beginning 4/18/03.
- Option granted on 4/16/03 and becomes exercisable in three equal annual installments, beginning 4/16/04.

Remarks:

Sheilagh M. Clarke, Attorney-
in-Fact for Laurie Petrucci 10/08/2004

** 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.

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