

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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| <div>1. Name and Address of Reporting Person *</div> <div>PAYNE ULICE JR</div> <div>(Last) (First) (Middle)</div> <div>C/O FOOT LOCKER, INC.</div> <div>330 WEST 34TH STREET</div> <div>(Street)</div> <div>NEW YORK NY 10001</div> <div>(City) (State) (Zip)</div> | <div>2. Date of Event Requiring Statement (Month/Day/Year)</div> <div>12/01/2016</div> | <div>3. Issuer Name and Ticker or Trading Symbol</div> <div>FOOT LOCKER, INC. [FL]</div> <div>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><div>X</div> Director 10% Owner Officer (give title below) Other (specify below)</div> <div>5. If Amendment, Date of Original Filed (Month/Day/Year)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><div>X</div> Form filed by One Reporting Person Form filed by More than One Reporting Person</div> | |
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| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | |
|---|--|---|---|---|--|--|---|
| 1. Title of Security (Instr. 4) | | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Explanation of Responses:

Remarks:

No securities are beneficially owned.

Anthony D. Foti, Attorney-in-Fact for Ulice
Payne Jr.
** Signature of Reporting Person

12/01/2016
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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that, effective as of the date hereof, the undersigned hereby constitutes and appoints each of Sheilagh M. Clarke, Anthony D. Foti, & (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or executive officer of Foot Locker, Inc. (the "Company"), Forms 3, (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper or allowable to be done for the purposes aforesaid, and to execute and deliver all instruments and documents which may be necessary or proper to carry out the foregoing powers and authorities.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's obligations under the Securities Exchange Act of 1934.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 1st day of December, 2016.

/s/ Ulice Payne, Jr.
Ulice Payne, Jr.