

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
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1. Name and Address of Reporting Person* <u>BROWN PETER D</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>VP and Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>06/13/2005</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	06/13/2005		M		1,132	A	\$16.02	12,264	D	
Common Stock	06/13/2005		M		2,945	A	\$10.245	15,209	D	
Common Stock	06/13/2005		S		1,860	D	\$25.91	13,349	D	
Common Stock	06/13/2005		S		781	D	\$25.92	12,568	D	
Common Stock	06/13/2005		S		3,200	D	\$25.9	10,439 ⁽¹⁾	D	
Common Stock								1,045.913	I	401(k) Plan

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)	\$16.02	06/13/2005		M		1,132		04/18/2003 ⁽²⁾	04/18/2012	Common Stock	1,132	\$0	16,604	D	
Employee stock option (right to buy)	\$10.245	06/13/2005		M		2,945		04/16/2004 ⁽³⁾	04/16/2013	Common Stock	2,945	\$0	10,389	D	

Explanation of Responses:

- Includes 1,071 shares acquired on 06/01/2005 through the Employees Stock Purchase Plan.
- Option granted on 04/18/2002 and became exercisable in three equal annual installments, beginning 04/18/2003.
- Option granted on 04/16/2003 and becomes exercisable in three equal annual installments, beginning 04/16/2004.

Remarks:

Sheilagh M. Clarke, Attorney-in-Fact for Peter D. Brown 06/14/2005

** 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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