UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Foot Locker, Inc.

(Exact Name of Registrant as Specified in Its Charter)

New York	13-3513936
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

112 West 34th Street, New York, NY	10120
(Address of Principal Executive Offices)	(Zip Code)

Foot Locker 2007 Stock Incentive Plan, As Amended and Restated

(Full title of the plan)

Gary M. Bahler, General Counsel,
Foot Locker, Inc., 112 West 34th Street, New York, NY 10120

(Name and address of agent for service)

(212) 720-3700

(Telephone Number, Including Area Code, of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. (Check one):

x Large accelerated filer o Accelerated filer o Non-accelerated filer o Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, $.01 par value	11,009,276 Shares	$ 13.97	$ 153,799,586	$ 10,966

(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover additional shares of common stock which may be issued pursuant to the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated (the “Plan”), as a result of stock splits, stock dividends or similar transactions.

(2) Represents 11,009,276 additional shares of common stock authorized to be issued under the Plan. Shares available for issuance under the Plan were initially registered on a registration statement on Form S-8 filed with the Securities and Exchange Commission on June 26, 2007 (Registration No. 333-144044).

(3) In accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, the maximum offering price per unit is based on the average of the high and low prices of Registrant’s common stock as reported on the New York Stock Exchange on May 24, 2010.

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which registration statements on this form relating to an employee benefit plan are effective. Pursuant to General Instruction E of Form S-8, this registration statement hereby incorporates by reference the contents of the registration statement on Form S-8 filed by the Registrant on June 26, 2007 (Registration No. 333-144044) with respect to Registrant's 2007 Stock Incentive Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The exhibits filed as part of or incorporated by reference in this Registration Statement are listed in the Index of Exhibits that begins on Page 4.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on May 24, 2010.

FOOT LOCKER, INC.

By: /s/ Ken C. Hicks

Ken C. Hicks
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 24, 2010.

Signature	Title
/s/ Ken C. Hicks Ken C. Hicks	Director, Chairman and Chief Executive Officer
/s/ Robert W. McHugh Robert W. McHugh	Executive Vice President and Chief Financial Officer
/s/ Giovanna Cipriano Giovanna Cipriano	Senior Vice President and Chief Accounting Officer
Nicholas DiPaolo *	Director
Alan D. Feldman *	Director
Jarobin Gilbert, Jr. *	Director
Matthew M. McKenna *	Director
James E. Preston *	Director
David Y. Schwartz *	Director
Cheryl Turpin *	Director
Dona D. Young *	Director

* Ken C. Hicks, by signing his name hereto, is also signing as attorney-in-fact for the named directors.

FOOT LOCKER, INC.

INDEX OF EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
4.1	The rights of holders of the Registrant's equity securities are defined in the Registrant's Certificate of Incorporation, as amended (incorporated herein by reference to Exhibits 3(i)(a) and 3(i)(b) to the Quarterly Report on Form 10-Q for the quarterly period ended July 26, 1997, Exhibit 4.2(a) to the Registration Statement on Form S-8 (Registration No. 333-62425) previously filed by the Registrant with the SEC, and Exhibit 4.2 to the Registration Statement on Form S-8 (Registration No. 333-74688) previously filed by the Registrant with the SEC).
4.2	By-laws of the Registrant, as amended (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K dated May 20, 2009 filed by the Registrant with the SEC on May 27, 2009).
4.3	Indenture dated as of October 10, 1991 (incorporated herein by reference to Exhibit 4.1 to Registrant's Registration Statement on Form S-3 (Registration No. 33-43334) previously filed with the SEC).
4.4	Form of 8½% Debentures due 2022 (incorporated herein by reference to Exhibit 4 to Registrant's Form 8-K dated January 16, 1992).
4.5	Distribution Agreement dated July 13, 1995 and Forms of Fixed Rate and Floating Rate Notes (incorporated herein by reference to Exhibits 1, 4.1, and 4.2, respectively, to Registrant's Form 8-K dated July 13, 1995).
5	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP is contained in its opinion filed as Exhibit 5 to this Registration Statement.
23.2	Consent of KPMG LLP.
24	Powers of Attorney.

Exhibit 5

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
FOUR TIMES SQUARE
NEW YORK, 10036-6522

TEL: (212) 735-3000
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(212) 735-2526
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(917) 777-2526
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TKENNEDY@SKADDEN.COM

May 24, 2010

Foot Locker, Inc.
112 West 34th Street
New York, New York 10120

Dear Ladies and Gentlemen:

We have acted as special counsel to Foot Locker, Inc., a New York corporation (the "Company"), in connection with the Registration Statement of the Company on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933 (the "Act") with respect to 11,009,276 shares of common stock, par value $.01 per share (the "Common Stock"), of the Company to be issued pursuant to the Registration Statement under the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated (the "Plan").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, (ii) the Certificate of Incorporation of the Company, and amendments thereto, (iii) the By-laws of the Company, as amended, (iv) the Plan, and (v) certain resolutions, dated March 24, 2010, adopted by the Board of Directors of the Company authorizing, among other things, the issuance of Common Stock pursuant to the Registration Statement and the adoption of the Plan, and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth herein.

In our examination we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to this opinion which we did not

independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others.

Members of this firm are admitted to the Bar of the State of New York and we express no opinion as to the laws of any other jurisdiction, except the federal laws of the United States of America to the extent specifically referred to herein.

Based upon and subject to the foregoing, we are of the opinion that the shares of Common Stock to be issued under the Plan have been duly authorized, and, when issued in accordance with the terms and conditions of the Plan (including due payment of the purchase price set forth in such Plan for any Options issued thereunder), will be validly issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Foot Locker, Inc.:

We consent to the incorporation by reference of our reports dated March 29, 2010 which appear in the January 30, 2010 Annual Report on Form 10-K, with respect to the consolidated balance sheets of Foot Locker, Inc. and subsidiaries, as of January 30, 2010 and January 31, 2009, and the related consolidated statements of operations, comprehensive income (loss), shareholders' equity, and cash flows for each of the years in the three-year period ended January 30, 2010, and the effectiveness of internal control over financial reporting as of January 30, 2010.

Our report on the consolidated financial statements refers to the adoption of SFAS No. 157, "Fair Value Measurements" (included in FASB ASC Topic 820, "Fair Value Measurements and Disclosures"), and the adoption of FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes" (included in FASB ASC Topic 740, "Income Taxes").

/s/ KPMG LLP

New York, New York
May 24, 2010

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Gary M. Bahler, Ken C. Hicks, and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 24 day of March 2010.

Signature	Title
/s/ Nicholas DiPaolo	Director
Nicholas DiPaolo	

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Gary M. Bahler, Ken C. Hicks, and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 21 day of March 2010.

Signature	Title
/s/ Alan D. Feldman	Director
Alan D. Feldman	

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Gary M. Bahler, Ken C. Hicks, and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 23 day of March 2010.

Signature	Title
/s/ Jarobin Gilbert Jr.	Director
Jarobin Gilbert Jr.	

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Gary M. Bahler, Ken C. Hicks, and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 23 day of March 2010.

Signature	Title
/s/ Matthew M. McKenna	Director
Matthew M. McKenna	

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Gary M. Bahler, Ken C. Hicks, and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 19th day of March 2010.

Signature	Title
/s/ James E. Preston	Director
James E. Preston	

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Gary M. Bahler, Ken C. Hicks, and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 21 day of March 2010.

Signature	Title
/s/ David Y. Schwartz	Director
David Y. Schwartz	

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Gary M. Bahler, Ken C. Hicks, and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 22 day of March 2010.

Signature	Title
/s/ Cheryl Turpin	Director
Cheryl Turpin	

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the person whose name appears below constitutes and appoints Gary M. Bahler, Ken C. Hicks, and Robert W. McHugh, and each of them, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 for the Foot Locker 2007 Stock Incentive Plan, as Amended and Restated, and any and all amendments (including post-effective amendments to that Registration Statement) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirement of the Securities Act of 1933, this Power of Attorney has been signed on the 20 day of March 2010.

Signature	Title
/s/ Dona D. Young	Director
Dona D. Young	