FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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on, D.C. 20549	OMB APPROVAL
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	OMB Number:	3235-0287								
	Estimated average burden									
	hours per response:	0.5								

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Johnson Richard A					2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER, INC. [ FL ]									(Chec	Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
(Last) (First) (Middle) 330 WEST 34TH STREET						3. Date of Earliest Transaction (Month/Day/Year) 03/23/2022									X Officer (give title Other (specify below)  President & CEO				pecify	
(Street)  NEW Y(		Y State)	10001 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Ind Line)	ridual or Joint/Group Filing (Check Applicable  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. Tran				2. Transa Date	Transaction ate		2A. Deemed Execution Date,		3. Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4		or	5. Amount Securities Beneficial Owned Fo	ly	Form:	Direct Indirect Istr. 4)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount	(A) (D)	or F	Price	Reported Transactio (Instr. 3 an	n(s) id 4)			(Instr. 4)	
Common Stock 03/23					/2022		A <sup>(1)</sup>		51,97	51,970 A		\$0	157,918			D				
Common Stock													339,594			D				
Common Stock												4,612.1894				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 Dat if any (Month/Day/Ye	Co	nsactio de (Inst	on D tr. S O	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Ex Expiration (Month/Da	Date		7. Title and Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transaction	e s ally g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Cod	de V	(	A) (D)		Date Exercisab		Expiration Date	Title	or Nur	ount nber Shares		(Instr. 4)	ion(a)			
Employee Stock Option	\$30.98	03/23/2022		A			154	54,437	03/23/2023	3 <sup>(2)</sup>	03/23/2032	Commo	15	4,437	\$0	154,4	37	D		

## **Explanation of Responses:**

buy)

1. Restricted Stock Unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest on March 23, 2025, subject to the reporting person's continued employment through the

2. Option becomes exercisable in three equal annual installments, beginning March 23, 2023, which is the first anniversary of the date of grant.

Anthony D. Foti, Attorney-in-Fact for Richard A. Johnson \*\* Signature of Reporting Person

03/25/2022

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.

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.