FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL								
	OMB Number:	3235-0287							
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l	hours per response:	0.5							

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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

							. ,				<u> </u>										
		f Reporting Person*		2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER, INC. [FL]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)								
<u>Verma</u>	<u>Pawan</u>				1	TOOT LOCKER, INC. [FL]										Direc	ctor	10%	Owner		
,		-										X	Office	er (give title v)	Othe belo	er (specify w)					
(Last)	(F		3. Date of Earliest Transaction (Month/Day/Year)										SVE	Chief Infe	ormation Of	ficor					
C/O FOC	T LOCK	00/	08/10/2017										3 1 1	, Cilici IIII	ormation Or	ricci					
33U MES	T 2ATU C																				
330 WEST 34TH STREET							4. If Amondment, Date of Original Filed (Month/Day/Mass)									6 Individual or Joint/Croup Filing (Chapk Applicable					
-					- 4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)						
(Street)															X Form filed by One Reporting Person						
NEW YORK, NY 10001														, , ,							
				.										Form filed by More than One Reporting Person							
(O:+)	,,	N-4->	7:>													1 013	OII				
(City)	(3	State) (Zip)																		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
1. Title of S	Security (Ins	str. 3)		2. Trans	action	ction 2A. Deemed				3. 4. Securities Acquired (A)							ount of	6. Ownership	7. Nature		
	• •	,		Date	DaviVas	Execution Date,			Transaction Disposed Of (D)			D) (Instr	. 3, 4 and				Form: Direct (D) or Indirect	of Indirect Beneficial			
(Month/Da						ay/Year) if any (Month/Day/Year)			Code (Instr. 5)							(I) (Instr. 4)	Ownership				
									Ė	<u> </u>		(4) ar			Repor			` ` `	(Instr. 4)		
					Code	l۷	Amount		(A) or (D)	Price	٠ ا	Transaction(s) (Instr. 3 and 4)									
_	C. 1		1/2015	2017			F(1)		2.520	D 64		ф.40		1.0	450(2)		1				
Common	Stock		/2017				F(1)		2,526		5 D \$49		.09	16	5,458 ⁽²⁾	D					
		T/	shla II I	Dorivat	ivo S	0011	ritios	Λοαιιί	irod D	icno	scod of	or E	Ponofi	الدنما	· · ·	vnod					
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																					
1. Title of	2.	3. Transaction	3A. Deem	ha	4.	. 5. Number 6. Date Exercisable and 7. Title and									g Dr	ice of	9. Number o	f 10.	11. Nature		
Derivative	Conversion	Date	Execution		Transa		n of I r. Derivative		Expiration Date			Amount of			Derivative		derivative	Ownershi	of Indirect		
Security	or Exercise	(Month/Day/Year)	if any	///	Code (Instr.			(Month/D	ar)	Securities			Security		Securities Beneficially	Form: Direct (D)	Beneficial Ownership			
(ilisti. 3)	(Instr. 3) Price of Derivative Security (Month/Day/Y			ayrrear)	8)	8)		Securities Acquired					Underlying Derivative		(Instr. 5)		Owned	or Indirec			
							(A) or			Security (In				str. 3			Following	(I) (Instr. 4			
					Disposed of (D)				and 4)							Reported Transaction	(s)				
							(Instr. 3, 4										(Instr. 4)	(5)			
				L			and 5)														
			[Am	ount								
												or	mhor				- 1				
								Date	١,	Expiration		of	mber								
					Code	۷	(A)	(D)	Exercisa		Date	Title	e Sha	ares				- 1			

Explanation of Responses:

- 1. Shares withheld in payment of tax liability in connection with the vesting of a previously reported restricted stock award, which vested on August 10, 2017.
- 2. Includes 452 shares acquired on June 1, 2017 through the Employees Stock Purchase Plan.

Remarks:

Anthony D. Foti, Attorney-in-Fact for Pawan Verma

08/11/2017

** 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.

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.