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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: 3235-028							
3235-0287							
Estimated average burden							

	0.5	
1		

	ss of Reporting Perso	n*	2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER INC [FL]		tionship of Reporting Pe all applicable)	erson(s) to Issuer	
SCHWARTZ	DAVID I		t _	X	Director	10% Owner	
(Last) C/O FOOT LOC	, i i i i i i i i i i i i i i i i i i i	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2012		Officer (give title below)	Other (specify below)	
112 WEST 34TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)			
(Street) NEW YORK	NY	10120		X	Form filed by One Re Form filed by More th Person		
(City)	(State)	(Zip)					
	_						

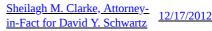
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table 1 Hon Benvalve debanaes Acquired, Disposed of, or Benenolary owned										
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3.4. Securities Acquired (A) orTransaction Code (Instr.Disposed Of (D) (Instr. 3, 4 and 5)8)5		Execution Date, if any (Month/Day/Year) 8) It code (Instr. 5) It code		Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	12/14/2012		М		4,849	A	\$10.31	10,429	D	
Common Stock								35,487	I	By grantor retained annuity trust
Common Stock								1,902	D	
Phantom stock units								31,561.6769	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 9. Number of 11. Nature 3. Transaction 8. Price of 10. Expiration Date (Month/Day/Year) Derivative Conversion Date (Month/Day/Year) Execution Date, Transaction Amount of Derivative derivative Ownership of Indirect Derivative Security or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial (Instr. 3) Price of Derivative (Month/Day/Year) 8) Securities Acquired Underlying Derivative Security (Instr. 5) Beneficially Owned Direct (D) or Indirect Ownership (Instr. 4) (I) (Instr. 4) Security (A) or (Instr. 3 and 4) Following Disposed Reported of (D) (Instr. 3, 4 Transaction(s) (Instr. 4) and 5) Amount Number Date Expiration of Code v (A) (D) Exercisable Date Title Shares Stock option Commor 12/14/2012 \$10.31 M 4 849 02/03/2004 02/03/2013 4,849 **\$**0 0 D (right to Stock buy)

Explanation of Responses:

Remarks:



** 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.