FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPRO	VAL							
	OMB Number:	3235-0287							
l	Estimated average burden								
l	hours per response:	0.5							

	Check this box if no longer subject t
٦.	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

1. Name and Address of Reporting Person* <u>DIPAOLO NICHOLAS P</u>						2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER, INC. [FL]											5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
																Direc	ctor		10% O	wner			
(Last) (First) (Middle) C/O FOOT LOCKER, INC.					3. Date of Earliest Transaction (Month/Day/Year) 10/13/2016														Other (specify below)				
330 WEST 34TH STREET																	C. Individual or Joint/Croup Filing (Chook Assissable						
(Street) NEW YORK, NY 10001				4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)										Line) X Form filed by One Reporting Person								
															Person Person								
(City) (State) (Zip)																							
	Tab	le I - No	n-Deriv	ative	Se	curit	ties A	Acq	uired,	Dis	posed o	f, o	r Ben	efici	ally O	wne	ed						
Date					ar)	2A. Deemed Execution Date, if any (Month/Day/Year)		,	Transaction Disposed Code (Instr. 5)						4 and Se Be Ov		ecurities eneficially Owned Following		m: Direct or Indirect	7. Nature of Indirect Beneficial Ownership			
									Code V		Amount		(A) or (D)	Price	Trans		saction(s)			(Instr. 4)			
Common Stock 10/13/2						2016			S		5,424		D	\$68	8.75		68,128		D				
Common Stock																	1,050		I	By spouse			
	Т															ned			•				
Conversion or Exercise Price of Derivative Security Date (Month/Day/Year) Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) Month/Day/Year) Execution Date, if any (Month/Day/Year)				Transa Code (n of De Se Ac (A) Di: of (In	erivative ecuritie equired) or sposed (D) istr. 3,	e (s l	Expiratio Month/D	n Date	Amount of Securities Underlying Derivative Security (Instr. and 4)		nstr. 3	Derivative Security (Instr. 5)				Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	(FORK, NOT LOCK) ORK, NOT ST 34TH ST	(First) (First) OT LOCKER, INC. ST 34TH STREET ORK, NY (State) Tab Security (Instr. 3) Stock 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) OT LOCKER, INC. ST 34TH STREET ORK, NY 10001 (State) (Zip) Table I - No Security (Instr. 3) Stock Table II - I (Month/Day/Year) Table II - I (Month/Day/Year)	(First) (Middle) OT LOCKER, INC. ST 34TH STREET ORK, NY 10001 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) Stock Table II - Derivati (e.g., pt Or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year))	(First) (Middle) (T LOCKER, INC. ST 34TH STREET ORK, NY 10001 (State) (Zip) Table I - Non-Derivative (Month/Day/Yes Security (Instr. 3) 2. Transaction Date (Month/Day/Yes Conversion or Exercise Price of Derivative (Month/Day/Year) 2. Conversion Oate (Month/Day/Year) (Code (Month/Day/Year) (Month/Day/Year) 3. Transaction Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Stock (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) OT LOCKER, INC. ST 34TH STREET Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Security (e.g., puts, call: and Execution Date (Month/Day/Year) 2. Transaction Date (e.g., puts, call: and Execution Date, if any (Month/Day/Year) Stock Table III - Derivative Security (e.g., puts, call: and Execution Date, if any (Month/Day/Year) (Month/Day/Year)	(First) (Middle) (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Stock Table II - Derivative Securities (e.g., puts, calls, was calls, was calls, was calls, was calls, was called the price of Derivative Security (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, was calls, was calls, was calls, was calls, was called the price of Derivative Security (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, was calls, was calls, was calls, was called the price of Derivative Security (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, was calls, was called the price of Derivative Security (Month/Day/Year) 3. Date of Ear 10/13/2016 4. If Amendment is an investment of Execution Date (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, was called the price of Derivative Security)	(First) (Middle) (First) (Middle) (T LOCKER, INC. ST 34TH STREET Table I - Non-Derivative Securities Action Date (Month/Day/Year) Stock Table II - Derivative Securities Action One Exercise Price of Derivative Security Security Stock Table II - Derivative Securities Action Date (Month/Day/Year) (E.g., puts, calls, warrantiany (Month/Day/Year) Stock Table II - Derivative Securities Action Date (e.g., puts, calls, warrantiany (Month/Day/Year) Stock Table II - Derivative Securities Action Date (if any (Month/Day/Year)) (Instr. 3, and 5)	Conversion or Exercise Price of Derivative Security Security	(First) (Middle) OT LOCKER, INC. Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) OT LOCKER, INC. Table I - Non-Derivative Securities Acquired, If any (Month/Day/Year) OT LOCKER, INC. Table I - Non-Derivative Securities Acquired, If any (Month/Day/Year) OT LOCKER, INC. Table I - Non-Derivative Securities Acquired, If any (Month/Day/Year) OT LOCKER, INC. Table I - Non-Derivative Securities Acquired, Inc. OT LOCKER, INC. 10/13/2016 Table II - Derivative Securities Acquired, Date (Leg., puts, calls, warrants, option) OT LOCKER, INC. 10/13/2016 Table II - Derivative Securities Acquired, Date (Month/Day/Year) OT LOCKER, INC. 10/13/2016 Table II - Derivative Securities Acquired, Date (Month/Day/Year) OT LOCKER, INC. 10/13/2016 Transaction Date (Month/Day/Year) OT LOCKER, INC. 10/13/2016	Conversion or Exercise Price of Derivative Securities Acquired Date (Month/Day/Year) Stock Stock	Code Nonth/Day/Year Stock Stoc	Continued by the cont	Conversion Con	Conversion of Exercise Conversion Code (Instr. 2) Conversion Code (Instr. 3) Code (In	FOOT LOCKER, INC. FL	Check all ap X Direct Corners	FOOT LOCKER, INC. (First) (Middle) (First) (Middle) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) Security (Instr. 3) 2. Transaction (Month/Day/Year) (Month/Day/Year) 2. Transaction (Code (Instr. 5) 2. Transaction (Code (Instr. 3) 3. Transaction (Code (Instr. 3) 3. Transaction (Code (Instr. 3) 4. Securities Acquired (A) or Price (Instr. 3) 5. Amount of Securities Beneficially Owned (Price (Instr. 3) 5. Amount of Securities Beneficially Owned (Price (Instr. 3) 5. Amount (Instr. 3) 4. Securities Acquired (A) or Price (Instr. 3) 5. Amount (Instr. 3) 5. Amount of Securities Beneficially Owned (Price (Instr. 3) 6. Date Exercisable and Amount of Securities Secur	FOOT LOCKER, INC. [FL] (Check all applicable) X Director Officer (give title below) 3. Date of Earliest Transaction (Month/Day/Year) 10/13/2016 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned File (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Disposed of (Dispo	FOOT LOCKER, INC. (First) (Middle) TOT LOCKER, INC. (First) (Middle) TOT LOCKER, INC. TOTICOT (Middle) Toticot (Line) X Form filed by One Reporting Pers Form filed by More than One Rep Person Toticot (Middle) X Districtor (Middle) Toticot (Middle) Toti			

Explanation of Responses:

Remarks:

Anthony D. Foti, Attorney-in-Fact for Nicholas P. DiPaolo

10/14/2016

** 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.