

PETRUCCI LAURIE  
Form 4  
August 28, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PETRUCCI LAURIE**

(Last) (First) (Middle)  
**FOOT LOCKER, INC., 112 WEST 34TH STREET**  
(Street)

**NEW YORK,, NY 10120**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**FOOT LOCKER INC [FL]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/24/2012**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/24/2012		M		8,334 A \$ 11.66	87,552	D
Common Stock	08/24/2012		M		16,667 A \$ 9.93	104,219	D
Common Stock	08/24/2012		M		26,666 A \$ 15.1	130,885	D
Common Stock	08/24/2012		M		13,333 A \$ 18.84	144,218	D
Common Stock	08/24/2012		S		65,000 D \$ 34	79,218	D

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Common Stock 1,264.298 I 401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 11.66	08/24/2012		M	8,334	03/26/2009 <sup>(1)</sup> 03/26/2018	Common Stock	8,334	
Employee stock option (right to buy)	\$ 9.93	08/24/2012		M	16,667	03/25/2010 <sup>(2)</sup> 03/25/2019	Common Stock	16,667	
Employee stock option (right to buy)	\$ 15.1	08/24/2012		M	26,666	03/23/2011 <sup>(3)</sup> 03/23/2020	Common Stock	26,666	
Employee stock option (right to buy)	\$ 18.84	08/24/2012		M	13,333	03/23/2012 <sup>(4)</sup> 03/23/2021	Common Stock	13,333	

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer   Other

PETRUCCI LAURIE  
FOOT LOCKER, INC.  
112 WEST 34TH STREET  
NEW YORK,, NY 10120

Senior Vice President

## Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Laurie  
Petrucci

08/28/2012

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Option granted on March 26, 2008 and became exercisable in three equal annual installments, beginning March 26, 2009.
- (2) Option granted on March 25, 2009 and became exercisable in three equal annual installments, beginning March 25, 2010.
- (3) Option granted on March 23, 2010 and becomes exercisable in three equal annual installments, beginning March 23, 2011.
- (4) Option granted on March 23, 2011 and becomes exercisable in three equal annual installments, beginning March 23, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.