

FOOT LOCKER, INC.

Form 4

September 08, 2016

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Kimble Lewis Phillip

(Last) (First) (Middle)

C/O FOOT LOCKER, INC., 330
WEST 34TH STREET

(Street)

NEW YORK, NY 10001

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

EVP & CEO International

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock	09/07/2016		S ⁽¹⁾	12,812 D	\$ 65.4561	26,131	D
Common Stock	09/07/2016		M ⁽²⁾	6,667 A	\$ 9.93	32,798	D
Common Stock	09/07/2016		M ⁽²⁾	24,000 A	\$ 34.24	56,798	D
Common Stock	09/07/2016		S ⁽²⁾	30,667 D	\$ 65.3751 ⁽³⁾	26,131	D
Common Stock					66.24	I	401(k) Plan

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

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(9-02)

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
Employee Stock Option (right to buy)	\$ 9.93	09/07/2016		M ⁽²⁾	6,667	03/25/2010 ⁽⁴⁾ 03/25/2019	Common Stock	6,667
Employee Stock Option (right to buy)	\$ 34.24	09/07/2016		M ⁽²⁾	24,000	03/28/2014 ⁽⁵⁾ 03/28/2023	Common Stock	24,000

Reporting Owners

Reporting Owner Name / Address	Relationships
Kimble Lewis Phillip C/O FOOT LOCKER, INC. 330 WEST 34TH STREET NEW YORK,, NY 10001	Director 10% Owner Officer Other EVP & CEO International

Signatures

Anthony D. Foti, Attorney-in-Fact for Lewis P. Kimble

09/08/2016

 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) The sale reported in this Form 4 was effected pursuant to a 10b5-1 trading plan, adopted by the person on July 8, 2016.

(2) The stock option exercise and sale reported in this Form 4 was effected pursuant to a 10b5-1 trading plan, adopted by the person on July 8, 2016.

The price on Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$65.3438 to \$65.49, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(4) Option granted on March 25, 2009 and became exercisable in three equal annual installments, beginning March 25, 2010, which was the first anniversary of the date of grant.

(5) Option granted on March 28, 2013 and became exercisable in three equal annual installments, beginning March 28, 2014, which was the first anniversary of the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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