

HICKS KEN C
Form 4
April 01, 2013

FORM 4

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

OMB APPROVAL

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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 *
HICKS KEN C

(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)
03/28/2013

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)
Chairman and CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/28/2013		A ⁽¹⁾		102,177	A	\$ 0
Common Stock	03/29/2013		A ⁽²⁾		74,000	A	\$ 0
Common Stock					181,777	I	401(k) Plan

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

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number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee stock option (right to buy)	\$ 34.24	03/28/2013		A	280,000	03/28/2014 ⁽³⁾	03/28/2023	Common Stock	280,000
Employee stock option (right to buy)	\$ 34.24	03/29/2013		A	232,000	03/29/2015 ⁽⁴⁾	03/29/2023	Common Stock	232,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKS KEN C FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120	X		Chairman and CEO	

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Ken C. Hicks
04/01/2013

__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).

Represents performance based restricted stock units earned for the 2011-2012 long-term incentive period, as the performance conditions for this performance period were met and certified as of March 28, 2013. The restricted stock units will vest on March 23, 2014 and are payable solely in shares of the Company's common stock.

(2) Restricted stock award under the Foot Locker Stock Incentive Plan, as amended and restated, which will vest 50% on March 29, 2015 and 50% on March 29, 2016, subject to the reporting person's continued employment by the Company through the vesting dates.

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- (3) Option becomes exercisable in three equal annual installments, beginning March 28, 2014, which is the first anniversary of the date of grant.
- (4) Option becomes exercisable 50% on March 29, 2015 and 50% on March 29, 2016.

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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