

FOOT LOCKER INC
Form 4
February 09, 2015

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)
02/06/2015

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)
Executive Chairman

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)
Common Stock	02/06/2015		M ⁽¹⁾	40,000 A	\$ 34.24 557,010	D	
Common Stock	02/06/2015		S ⁽¹⁾	300 D	\$ 54.3283 556,710	D	
Common Stock	02/06/2015		S ⁽¹⁾	39,700 D	\$ 54.6697 517,010	D	
Common Stock					251.526	I	401(k) Plan

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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$54.35 to \$55.34, 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.
- (3)
 - (4) Option granted on March 28, 2013 and became exercisable in three equal annual installments, beginning March 28, 2014, which is 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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