

FOOT LOCKER INC  
Form 4  
May 29, 2015

**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 \*  
**Maurer John A**

(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)  
**05/28/2015**

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)  
**VP, Treasurer & Inv. Relations**

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                    | 05/28/2015                           |  | M                              | A   | \$ 25.19 39,068   | D  |   |
| Common Stock                    | 05/28/2015                           |  | M                              | A   | \$ 15.1 51,068  | D  |   |
| Common Stock                    | 05/28/2015                           |  | S                              | D   | \$ 63.183 33,068  | D  |   |
| Common Stock                    |                                      |  |                                |   | (1) 1,734   | D  |   |
| Common Stock                    |                                      |  |                                |   | 2,289.893   | 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)       | \$ 25.19   | 05/28/2015                           |  | M                              | 6,000   | 10/02/2007 <sup>(2)</sup> 10/02/2016                     | Common Stock  | 6,000                      |
| Employee Stock Option (right to buy)       | \$ 15.1  | 05/28/2015                           |  | M                              | 12,000  | 03/23/2011 <sup>(3)</sup> 03/23/2020                     | Common Stock  | 12,000                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |       |
|---|---------------|-----------|--------------------------------|-------|
|   | Director      | 10% Owner | Officer                        | Other |
| Maurer John A<br>FOOT LOCKER, INC.<br>112 WEST 34TH STREET<br>NEW YORK,, NY 10120 |               |           | VP, Treasurer & Inv. Relations |       |

## Signatures

Sheilagh M. Clarke, Attorney-in-Fact for John A. Maurer

05/29/2015

\*\*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).

- The stock price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$63.17 to \$63.20, 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.
- (1) Option granted on October 2, 2006 and became exercisable in three equal annual installments, beginning October 2, 2007, which is the first anniversary of the date of grant.
  - (2) Option granted on March 23, 2010 and became exercisable in three equal annual installments, beginning March 23, 2011, 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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