

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Alviti Paulette</u>  (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 <u>FOOT LOCKER, INC. [ FL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Chief HR Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/05/2016</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	(A) or (D)	Price			
Common Stock	12/05/2016		M <sup>(1)</sup>		7,000	A	\$34.27	52,307	D	
Common Stock	12/05/2016		S <sup>(1)</sup>		7,000	D	\$75.366 <sup>(2)</sup>	45,307	D	
Common Stock	12/05/2016		M <sup>(1)</sup>		3,000	A	\$45.08	48,307	D	
Common Stock	12/05/2016		S <sup>(1)</sup>		3,000	D	\$75.2257 <sup>(3)</sup>	45,307	D	
Common Stock								47,523	I	401(k) Plan

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Option (right to buy)	\$34.27	12/05/2016		M <sup>(1)</sup>			7,000	06/03/2014 <sup>(4)</sup>	06/03/2023	Common Stock	7,000	\$0	0	D
Employee Stock Option (right to buy)	\$45.08	12/05/2016		M <sup>(1)</sup>			3,000	03/26/2015 <sup>(5)</sup>	03/26/2024	Common Stock	3,000	\$0	14,000	D

**Explanation of Responses:**

- 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 August 24, 2016.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$75.00 to \$75.80, 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.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$75.00 to \$75.43, 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.
- Option granted on June 3, 2013 and became exercisable in three equal annual installments, beginning June 3, 2014, which is the first anniversary of the date of grant.
- Option granted on March 26, 2014 and became exercisable in three equal annual installments, beginning March 26, 2015, which is the first anniversary of the date of grant.

**Remarks:**

Anthony D. Foti, Attorney-in-Fact for Paulette Alviti 12/06/2016

\*\* Signature of Reporting Person Date

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

\* 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).

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

