

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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	
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1. Name and Address of Reporting Person* <u>Jacobs Stephen</u> (Last) (First) (Middle) FOOT LOCKER, INC. 112 WEST 34TH STREET (Street) NEW YORK, NY 10120 (City) (State) (Zip)			2. Date of Event Requiring Statement (Month/Day/Year) 02/29/2016		3. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER INC [FL]</u>	
			4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & CEO North America		5. If Amendment, Date of Original Filed (Month/Day/Year)	
					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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	25,960	D	
Common Stock	8,817 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee Stock Option (right to buy)	03/28/2014 ⁽²⁾	03/28/2023	Common Stock 8,000	34.24	D	
Employee Stock Option (right to buy)	03/26/2015 ⁽³⁾	03/26/2024	Common Stock 12,667	45.08	D	
Employee Stock Option (right to buy)	12/01/2015 ⁽⁴⁾	12/01/2024	Common Stock 13,600	56.35	D	
Employee Stock Option (right to buy)	03/25/2016 ⁽⁵⁾	03/25/2025	Common Stock 21,000	62.11	D	

Explanation of Responses:

- Represents performance-based restricted stock units earned for the 2013-14 long-term incentive period. The restricted stock units will vest on March 28, 2016 and are payable solely in shares of the Company's common stock.
- Option granted on March 28, 2013 and became exercisable in three equal annual installments beginning March 28, 2014.
- Option granted on March 26, 2014 and became exercisable in three equal annual installments beginning March 26, 2015.
- Option granted on December 1, 2014 and became exercisable in three equal annual installments beginning December 1, 2015.
- Option granted on March 25, 2015 and becomes exercisable in three equal annual installments beginning March 25, 2016.

Remarks:

Sheilagh M. Clarke, Attorney-in-Fact for
Stephen Jacobs

03/01/2016

** 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 5 (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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that, effective as of the date hereof, the undersigned hereby constitutes and appoints each of Sheilagh M. Clarke, Anthony D. Foti, &

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or executive officer of Foot Locker, Inc. (the "Company"), Forms 3,

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 29th day of February, 2016.

/s/ Stephen Jacobs

Stephen Jacobs