

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

1. Name and Address of Reporting Person* <u>BROWN PETER D</u> <hr/> (Last) (First) (Middle) FOOT LOCKER, INC. 112 WEST 34TH STREET <hr/> (Street) NEW YORK NY 10120 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER INC [FL]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 08/17/2012 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>SVP-Chief Information Officer</u> <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	08/17/2012		S ⁽¹⁾		906	D	\$35.91	43,299	D	
Common Stock	08/20/2012		M ⁽¹⁾		16,000	A	\$25.385	59,299	D	
Common Stock	08/20/2012		M ⁽¹⁾		25,000	A	\$25.19	84,299	D	
Common Stock	08/20/2012		S ⁽¹⁾		41,000	D	\$35.65	43,299	D	
Common Stock								2,661.861	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						Title
Employee stock option (right to buy)	\$25.385	08/20/2012		M ⁽¹⁾		16,000		04/01/2005 ⁽²⁾	04/01/2014	Common Stock	16,000	\$0	0	D	
Employee stock option (right to buy)	\$25.19	08/20/2012		M ⁽¹⁾		25,000		10/02/2007 ⁽³⁾	10/02/2016	Common Stock	25,000	\$0	0	D	

Explanation of Responses:

- The option exercise and stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 4, 2012.
- Option granted on April 1, 2004 and became exercisable in three equal annual installments, beginning April 1, 2005.
- Option granted on October 2, 2006 and became exercisable in three equal annual installments, beginning October 2, 2007.

Remarks:

Sheilagh M. Clarke, Attorney-in-Fact for Peter D. Brown 08/21/2012

** 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.