

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Talwar Vijay</u>  (Last) (First) (Middle) <u>C/O FOOT LOCKER, INC.</u> <u>330 WEST 34TH STREET</u>  (Street) <u>NEW YORK NY 10001</u>  (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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>EVP &amp; CEO, EMEA</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/24/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	03/24/2021		A <sup>(1)</sup>		8,169	A	\$0	40,757	D	
Common Stock	03/24/2021		F <sup>(2)</sup>		3,539	D	\$53.61	6,868 <sup>(3)(4)</sup>	D	
Common Stock	03/24/2021		F <sup>(5)</sup>		1,794	D	\$53.61	9,157 <sup>(6)</sup>	D	
Common Stock	05/03/2019		J <sup>(7)</sup>		38.135	A	\$0	9,195.135	D	
Common Stock	03/24/2021		A <sup>(8)</sup>		3,770	A	\$0	32,275	D	
Common Stock								807.183	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)	\$53.61	03/24/2021		A		10,037		03/24/2022 <sup>(9)</sup>	03/24/2031	Common Stock	10,037	\$0	10,037	D	

Explanation of Responses:

- Represents performance-based restricted stock units earned for the 2018-20 long-term incentive period, in connection with the Accelerate Future Growth award, as the performance conditions for this performance period were met and certified as of March 24, 2021.
- Shares withheld in payment of tax liability, in connection with the vesting of award of restricted stock units, as referenced in footnote number 1, which vested on March 24, 2021.
- Includes 4,630 net shares received on vesting of award on March 24, 2021.
- Includes 626 share acquired on June 1, 2020 through the Employees Stock Purchase Plan.
- Shares withheld in payment of tax liability, in connection with the vesting of a previously reported award of restricted stock units, which vested on March 24, 2021.
- Includes 2,289 net shares received on vesting of award on March 24, 2021.
- Includes 4,976 shares, 6,987 shares, 6,415 shares, 7,452 shares, and 12,305 shares of Common Stock acquired on May 3, 2019, August 2, 2019, November 1, 2019, January 31, 2020, and May 1, 2020, respectively, under a broker-sponsored dividend reinvestment plan.
- Restricted Stock Unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest on March 24, 2024, subject to the reporting person's continued employment through the vesting date.
- Option becomes exercisable in three equal annual installments, beginning March 24, 2022, which is the first anniversary of the date of grant.

Anthony D. Foti, Attorney-in-Fact for Vijay Talwar 03/26/2021

\*\* 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.

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