

**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>HARTMAN BRUCE L.</u>  (Last) (First) (Middle) <u>C/O FOOT LOCKER, INC.</u> <u>112 WEST 34TH STREET</u>  (Street) <u>NEW YORK NY 10120</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP and CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/19/2004</u>	
	4. 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 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	04/19/2004 <sup>(1)</sup>		M <sup>(2)</sup>		15,834	A	\$12.985	75,834	D	
Common Stock	04/19/2004		M <sup>(2)</sup>		16,667	A	\$16.02	92,501	D	
Common Stock	04/19/2004		M <sup>(2)</sup>		13,333	A	\$10.245	105,834	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		1,100	D	\$25.66	104,734	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		1,300	D	\$25.68	103,434	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		1,200	D	\$25.69	102,234	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		400	D	\$25.73	101,834	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		2,500	D	\$25.74	99,334	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		1,500	D	\$25.75	97,834	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		900	D	\$25.79	96,934	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		700	D	\$25.8	96,234	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		1,000	D	\$25.81	95,234	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		2,900	D	\$25.82	92,334	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		2,200	D	\$25.83	90,134	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		3,400	D	\$25.84	86,734	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		2,700	D	\$25.85	84,034	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		1,900	D	\$25.86	82,134	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		2,200	D	\$25.87	79,934	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		3,100	D	\$25.88	76,834	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		2,500	D	\$25.89	74,334	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		3,700	D	\$25.9	70,634	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		2,500	D	\$25.91	68,134	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		1,900	D	\$25.92	66,234	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		900	D	\$25.93	65,334	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		500	D	\$25.94	64,834	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		800	D	\$25.95	64,034	D	
Common Stock	04/19/2004		S <sup>(2)</sup>		800	D	\$26.01	63,234	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Employee stock option (right to buy)	\$12.985	04/19/2004		M <sup>(2)</sup>	04/11/2002 <sup>(3)</sup> 04/11/2011	Common Stock 15,834	\$0	0	D	
Employee stock option (right to buy)	\$16.02	04/19/2004		M <sup>(2)</sup>	04/18/2003 <sup>(4)</sup> 04/18/2012	Common Stock 16,667	\$0	16,667	D	
Employee stock option (right to buy)	\$10.245	04/19/2004		M <sup>(2)</sup>	04/16/2004 <sup>(5)</sup> 04/16/2013	Common Stock 13,333	\$0	26,667	D	

**Explanation of Responses:**

- This is 1 of 2 Forms 4 filed by the reporting person to report transactions on 4/19/04.
- The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 5, 2004.
- Option granted on 4/11/01 and became exercisable in three equal annual installments, beginning 4/11/02.
- Option granted on 4/18/02 and becomes exercisable in three equal annual installments, beginning 4/18/03.
- Option granted on 4/16/03 and becomes exercisable in three equal annual installments, beginning 4/16/04.

**Remarks:**

Sheilagh M. Clarke, Attorney-in-Fact for Bruce L. Hartman      04/21/2004

\*\* 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.**