UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 10, 2011

Foot Locker, Inc.
(Exact Name of Registrant as Specified in its Charter)

New York	**1-10299**	**13-3513936**
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

112 West 34th Street, New York, New York	**10120**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **212-720-3700**

Former Name/Address
(Former name or former address, if changed from last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01. Regulation FD Disclosure

On March 10, 2011, Foot Locker, Inc. (the "Company") management will be presenting at the Bank of America Merrill Lynch 2011 Consumer Conference in New York City. The related written presentation of the Company is furnished as Exhibit 99.1. A non-GAAP to GAAP reconciliation schedule for the non-GAAP measures referred to in the presentation is attached as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

99.1 Foot Locker, Inc. presentation slides
99.2 Non-GAAP to GAAP Reconciliation Schedule

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FOOT LOCKER, INC.
(Registrant)

Date: March 10, 2011

By: /s/ Robert W. McHugh

Executive Vice President and
Chief Financial Officer

Exhibit 99.1

2011 Bank of America Merrill Lynch Consumer Conference

March 10, 2011

Disclosure Regarding Forward-Looking Statements

This presentation contains forward-looking statements within the meaning of the federal securities laws. Other than statements of historical facts, all statements which address activities, events, or developments that the Company expects will or may occur in the future, including, but not limited to, such things as future capital expenditures, expansion, strategic plans, dividend payments, stock repurchases, growth of the Company's business and operations, including future cash flows, revenues, and earnings, and other such matters, are forward-looking statements. These forward-looking statements are based on many assumptions and factors detailed in the Company's filings with the Securities and Exchange Commission, including the effects of currency fluctuations, customer demand, fashion trends, competitive market forces, uncertainties related to the effect of competitive products and pricing, customer acceptance of the Company's merchandise mix and retail locations, the Company's reliance on a few key vendors for a majority of its merchandise purchases (including a significant portion from one key vendor), unseasonable weather, further deterioration of global financial markets, economic conditions worldwide, any changes in business, political, and economic conditions due to the threat of future terrorist activities in the United States or in other parts of the world and related U.S. military action overseas, the ability of the Company to execute its business and strategic plans effectively with regard to each of its business units, and risks associated with foreign global sourcing, including political instability, changes in import regulations, and disruptions to transportation services and distribution. Any changes in such assumptions or factors could produce significantly different results. The Company undertakes no obligation to update forward-looking statements, whether as a result of new information, future events, or otherwise.

Introduction

- Strategic Vision
- Strategic Plan
- 2010 Financial Results and Long-Term Objectives
- Opportunities
- Summary

FOOT LOCKER, INC.

Strategic Vision

To be the leading global retailer of athletically inspired shoes and apparel

FOOT LOCKER, INC.

Strategic Plan

1. Be the Power Merchandiser of athletic shoes and apparel with clearly defined Brand Banners
2. Develop a compelling Apparel assortment
3. Make our stores and internet sites Exciting Places to shop and buy
4. Aggressively pursue Growth Opportunities
5. Increase the Productivity of all of our assets
6. Build on our industry leading Retail Team

Power Merchandiser

I. Broaden our Range of athletic shoes and apparel to Reach More Customers

II. Strengthen our position with Leading Athletic Brands with strong partnerships

III. Develop powerful Marketing programs

FOOT LOCKER, INC.

Compelling Apparel Assortment

I. Be a leader in Branded Athletic apparel in look and function

II. Create a meaningful Private Label apparel business

III. Strengthen our In-Store Merchandising of apparel

FOOT LOCKER, INC.

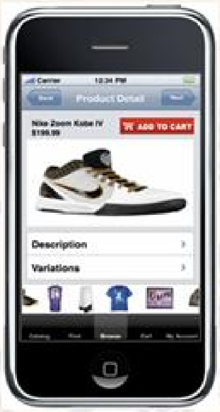
Exciting Places to Shop and Buy

I. Capitalize on our strong customer service model

II. Create a consistent, exciting shopping environment

III. Connect our channels

IV. Encourage new ideas



FOOT LOCKER, INC.

Growth Opportunities

I. Expand our International position
II. Build on our On-Line leadership
III. Identify New Avenues for growth
IV. Broaden our Reach for New Customers

Foot Locker, Inc.

Increase Productivity

I. Rigorously manage our Expenses

II. Improve our Inventory Turnover and Merchandise Flow

III. Improve our Conversion Rate

IV. Improve the Efficiency and Effectiveness of our operations

FOOT LOCKER, INC.

Industry Leading Retail Team

I. Attract, Develop and Retain the best people in retail

II. Build on our Sales Oriented and Customer Focused culture

III. Strengthen the Selling and Service Skills of our stores organization

Long-Term Financial Objectives

	2009	2010	Long-Term Objective
Sales ($ billion)	$4.9	$5.0	$6.0
Sales/Avg. Gross Sq. Ft.	$333	$360	$400
EBIT Rate*	2.8%	5.4%	8.0%
Net Income Rate*	1.8%	3.4%	5.0%
ROIC*	5.3%	8.3%	10.0%

*Represents non-GAAP measures. Results adjusted to exclude impairment, inventory write-down, restructuring and income tax charges.

Opportunities

- Differentiate Brand Banners Further
- Enhance Footwear and Apparel Assortments
- Improve Operational Execution
- Accelerate Growth Initiatives
- Increase Productivity of Assets

Strategic Plan Summary

- **Strategic Vision**
  - To be the leading global retailer of athletically inspired shoes and apparel
- **Strategic Plan**
  - Doing what we do well---Better and more efficiently
  - Pursue new growth opportunities
- **Financial Objectives**
  - “Stretch Goals” But Realistic and Achievable
  - Off to a good start
- **Significant strengths and opportunities provide solid foundation for Profit Growth**
- **Positioned Well For 2011**

FOOT LOCKER, INC.

Exhibit 99.2

Non-GAAP to GAAP Reconciliation

In March 2010, the Company announced a new strategic plan, which includes a series of operating initiatives and long-term financial objectives. We consider the following financial objectives in assessing our performance pursuant to the strategic plan:

- Sales of $6 billion
- Sales per gross square foot of $400
- EBIT margin of 8 percent
- Net income margin of 5 percent
- Return on Invested Capital of 10 percent

In the following tables, the Company has presented certain financial measures and ratios identified as non-GAAP. The Company believes this non-GAAP information is a useful measure to investors because it allows for a more direct comparison of the Company's performance for 2010 as compared with 2009 and is useful in assessing the Company's progress in achieving its long-term financial objectives noted above. The following represents a reconciliation of the non-GAAP measures:

	2010	2009
	(in millions)	
Pre-tax income:		
Income (loss) from continuing operations before income taxes – Reported	$ 257	$ 73
Pre-tax amounts excluded from GAAP		
Impairment of goodwill and other intangible assets	10	—
Impairment of assets	—	36
Reorganization costs	—	5
Store closing program	—	—
Money market impairment	—	—
Northern Group note impairment	—	—
Impairment and other charges	10	41
Inventory reserve – recorded within cost of sales	—	14
Money market realized gain – recorded within other income	(2)	—
Total pre-tax amounts excluded	$ 8	$ 55
Income (loss) from continuing operations before income taxes – Adjusted	$ 265	$ 128
Calculation of EBIT:		
Income (loss) from continuing operations before income taxes – Reported	$ 257	$ 73
Interest expense, net	9	10
EBIT	$ 266	$ 83
EBIT margin %	5.3%	1.7%
Income (loss) from continuing operations before income taxes – Adjusted	$ 265	$ 128
Interest expense, net	9	10
Adjusted EBIT	$ 274	$ 138
Adjusted EBIT margin %	5.4%	2.8%

Reconciliation of the non-GAAP measures, continued:

	2010	2009
	(in millions, except per share amounts)	
After-tax income:		
Income (loss) from continuing operations – Reported	$ 169	$ 47
After-tax amounts excluded	4	34
Canadian tax rate changes excluded	—	4
Income (loss) from continuing operations after-tax – Adjusted	$ 173	$ 85
Net income margin %	3.3%	1.0%
Adjusted Net income margin %	3.4%	1.8%
Diluted earnings per share:		
Income (loss) from continuing operations -Reported	$ 1.07	$ 0.30
Impairment and other charges	0.04	0.16
Inventory reserve	—	0.06
Money-market realized gain	(0.01)	—
Canadian tax rate changes	—	0.02
Income from continuing operations - Adjusted	$ 1.10	$ 0.54

When assessing Return on Invested Capital (“ROIC”), the Company adjusts its results to reflect its operating leases as if they qualified for capital lease treatment. Operating leases are the primary financing vehicle used to fund store expansion and, therefore, we believe that the presentation of these leases as capital leases is appropriate. Accordingly, the asset base and net income amounts in the calculation of ROIC are adjusted to reflect this. ROIC, subject to certain adjustments, is also used as a measure in executive long-term incentive compensation. The closest GAAP measure is Return on Assets (“ROA”) and is also represented below. ROA increased to 5.9 percent as compared with 1.7 percent in the prior year reflecting the Company’s overall strong performance in 2010.

	2010	2009
ROA (1)	5.9%	1.7%
ROIC %(2)	8.3%	5.3%

(1) Represents income (loss) from continuing operations of $169 million and $47 million divided by average total assets of $2,856 million and $2,847 million for 2010 and 2009, respectively.

(2) See below for the calculation of ROIC.

	2010	2009
	(in millions)	
Adjusted EBIT	$ 274	$ 138
+ Rent expense less depreciation on capitalized operating leases (3)	156	156
- Adjusted income tax expense (3)	(153)	(104)
= Adjusted return after taxes	$ 277	$ 190
Average total assets	$ 2,856	$ 2,847
- Average cash, cash equivalents and short-term investments	(642)	(499)
- Average non-interest bearing current liabilities	(461)	(425)
- Average merchandise inventories	(1,048)	(1,079)
+ Average estimated asset base of capitalized operating leases (3)	1,443	1,500
+ 13-month average merchandise inventories	1,177	1,268
= Average invested capital	$ 3,325	$ 3,612
ROIC %	8.3%	5.3%

(3) The determination of the capitalized assets and the adjustments to income have been calculated on a lease-by-lease basis and have been consistently calculated in each of the years presented above. The adjusted income tax expense represents the tax on adjusted pre-tax return.