

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	
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1. Name and Address of Reporting Person* BAHLER GARY M			2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER INC [FL]			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) SVP, Gen. Counsel & Secretary			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2004			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			
FOOT LOCKER, INC. 112 WEST 34TH STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
NEW YORK	NY		10120						

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	03/05/2004		M		10,000	A	\$15.375	74,997	D	
Common Stock	03/05/2004		M		25,000	A	\$15.75	99,997	D	
Common Stock	03/05/2004		M		10,000	A	\$4.5313	109,997	D	
Common Stock	03/05/2004		F		11,800	D	\$25.885	98,197	D	
Common Stock	03/05/2004		S		14,300	D	\$25.88	83,897	D	
Common Stock	03/05/2004		S		1,000	D	\$25.87	82,897	D	
Common Stock	03/05/2004		S		3,000	D	\$25.89	79,897	D	
Common Stock	03/05/2004		S		62	D	\$25.91	79,835	D	
Common Stock								883,031	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	Amount or Number of Shares				
Employee stock option (right to buy)	\$15.375	03/05/2004		M			10,000	03/08/1996 ⁽¹⁾	03/08/2005	Common Stock	10,000	\$0	0	D	
Employee stock option (right to buy)	\$15.75	03/05/2004		M			25,000	04/10/1997 ⁽²⁾	04/10/2006	Common Stock	25,000	\$0	0	D	
Employee stock option (right to buy)	\$4.5313	03/05/2004		M			10,000	02/10/2000 ⁽³⁾	02/10/2009	Common Stock	10,000	\$0	0	D	

Explanation of Responses:

- Option granted on 3/8/95 and became exercisable in two equal annual installments beginning 3/8/96.
- Option granted on 4/10/96 and became exercisable in three equal annual installments beginning 4/10/97.
- Option granted on 2/10/99 and became exercisable in three equal annual installments beginning 2/10/00.

Remarks:

Sheilagh M. Clarke, Attorney-in-Fact for Gary M. Bahler 03/09/2004

** 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.