

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Maurer John A</u>  (Last) (First) (Middle) FOOT LOCKER, INC. 112 WEST 34TH STREET  (Street) NEW YORK NY 10120  (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 X Officer (give title below) Other (specify below) <u>VP, Treasurer &amp; Inv. Relations</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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	12/03/2012		M		1,500	A	\$23.92	25,798 <sup>(1)</sup>	D	
Common Stock	12/03/2012		M		10,000	A	\$23.42	35,798	D	
Common Stock	12/03/2012		M		5,000	A	\$9.93	40,798	D	
Common Stock	12/03/2012		S		16,400	D	\$35.45	24,398	D	
Common Stock	12/03/2012		S		100	D	\$35.46	24,298	D	
Common Stock								2,000.476	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)	\$23.92	12/03/2012		M		1,500		03/22/2007 <sup>(2)</sup>	03/22/2016	Common Stock	1,500	\$0	0	D	
Employee stock option (right to buy)	\$23.42	12/03/2012		M		10,000		03/28/2008 <sup>(3)</sup>	03/28/2017	Common Stock	10,000	\$0	0	D	
Employee stock option (right to buy)	\$9.93	12/03/2012		M		5,000		03/25/2010 <sup>(4)</sup>	03/25/2019	Common Stock	5,000	\$0	0	D	

**Explanation of Responses:**

- Includes 1,010 shares acquired on June 1, 2012 through the Employees Stock Purchase Plan.
- Option granted on March 22, 2006 and became exercisable in three equal annual installments, beginning March 22, 2007.
- Option granted on March 28, 2007 and became exercisable in three equal annual installments, beginning March 28, 2008.
- Option granted on March 25, 2009 and became exercisable in three equal annual installments, beginning March 25, 2010.

**Remarks:**

Sheilagh M. Clarke, Attorney-in-Fact for John A. Maurer 12/05/2012

\*\* 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.

