

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* <u>BERK JEFFREY L</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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior Vice President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/08/2004</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	03/08/2004		S		600	D	\$25.79	42,862	D	
Common Stock	03/08/2004		S		7,200	D	\$25.8	35,662	D	
Common Stock	03/08/2004		S		100	D	\$25.81	35,562	D	
Common Stock	03/08/2004		S		1,500	D	\$25.82	34,062	D	
Common Stock	03/08/2004		S		3,300	D	\$25.83	30,762	D	
Common Stock	03/08/2004		S		237	D	\$25.84	30,525	D	
Common Stock	03/09/2004		M		35,000	A	\$5.75	65,525	D	
Common Stock	03/09/2004		M		5,000	A	\$11.3125	70,525	D	
Common Stock	03/09/2004		S		2,400	D	\$26.07	68,125	D	
Common Stock	03/09/2004		S		1,100	D	\$26.06	67,025	D	
Common Stock	03/09/2004		S		100	D	\$26.05	66,925	D	
Common Stock	03/09/2004		S		400	D	\$26.02	66,525	D	
Common Stock	03/09/2004		S		400	D	\$26.01	66,125	D	
Common Stock	03/09/2004		S		300	D	\$26	65,825	D	
Common Stock	03/09/2004		S		1,300	D	\$25.96	64,525	D	
Common Stock	03/09/2004		S		400	D	\$25.97	64,125	D	
Common Stock	03/09/2004		S		200	D	\$25.98	63,925	D	
Common Stock	03/09/2004		S		1,100	D	\$25.99	62,825	D	
Common Stock	03/09/2004		S		100	D	\$25.95	62,725	D	
Common Stock	03/09/2004		S		17,500	D	\$25.9	45,225	D	
Common Stock	03/09/2004		S		100	D	\$25.93	45,125	D	
Common Stock	03/09/2004		S		1,800	D	\$25.85	43,325	D	
Common Stock	03/09/2004		S		6,900	D	\$25.86	36,425	D	
Common Stock	03/09/2004		S		700	D	\$25.88	35,725	D	
Common Stock	03/09/2004		S		2,500	D	\$25.89	33,225	D	
Common Stock	03/09/2004		S		2,700	D	\$25.87	30,525	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)	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 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		Exercisable Date	Expiration Date						Title
Employee Stock Option (right to buy)	\$5.75	03/09/2004		M		35,000	02/09/2001 ⁽¹⁾	02/09/2010	Common Stock	35,000	\$0	0	D	
Employee stock option (right to buy)	\$11.3125	03/09/2004		M		5,000	04/12/2001 ⁽²⁾	04/12/2010	Common Stock	5,000	\$0	0	D	

Explanation of Responses:

- Option granted on 2/9/00 and became exercisable in three equal annual installments beginning 2/9/01.
- Option granted on 4/12/00 and became exercisable in three equal annual installments beginning 4/12/01.

Remarks:

Sheilagh M. Clarke, Attorney-in-Fact for Jeffrey L. Berk 03/10/2004

** 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.

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