

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>03/05/2004</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	03/05/2004		M		40,000	A	\$11.3125	131,826	D	
Common Stock	03/05/2004		M		31,666	A	\$12.985	163,492	D	
Common Stock	03/05/2004		M		16,666	A	\$16.02	180,158	D	
Common Stock	03/05/2004		S		15,000	D	\$25.7	165,158	D	
Common Stock	03/05/2004		S		700	D	\$25.77	164,458	D	
Common Stock	03/05/2004		S		400	D	\$25.78	164,058	D	
Common Stock	03/05/2004		S		14,300	D	\$25.79	149,758	D	
Common Stock	03/05/2004		S		51,735	D	\$25.8	98,023	D	
Common Stock	03/05/2004		S		300	D	\$25.82	97,723	D	
Common Stock	03/05/2004		S		1,100	D	\$25.86	96,623	D	
Common Stock	03/05/2004		S		1,800	D	\$25.87	94,823	D	
Common Stock	03/05/2004		S		2,100	D	\$25.89	92,723	D	
Common Stock	03/05/2004		S		2,300	D	\$25.9	90,423	D	
Common Stock	03/05/2004		S		600	D	\$25.91	89,823	D	
Common Stock	03/05/2004		S		4,200	D	\$25.95	85,623	D	
Common Stock	03/05/2004		S		900	D	\$25.97	84,723	D	
Common Stock	03/05/2004		S		24,200	D	\$26	60,523	D	
Common Stock	03/05/2004		S		400	D	\$26.04	60,123	D	
Common Stock	03/05/2004		S		100	D	\$26.05	60,023	D	
Common Stock	03/05/2004		S		900	D	\$26.07	59,123	D	
Common Stock	03/05/2004		S		11,500	D	\$26.09	47,623	D	
Common Stock	03/05/2004		S		200	D	\$26.1	47,423	D	
Common Stock	03/05/2004		S		1,000	D	\$26.11	46,423	D	
Common Stock	03/05/2004		S		7,400	D	\$26.12	39,023	D	
Common Stock	03/05/2004		S		1,200	D	\$26.13	37,823	D	
Common Stock	03/05/2004		S		2,100	D	\$26.14	35,723	D	
Common Stock	03/05/2004		S		1,900	D	\$26.15	33,823	D	
Common Stock	03/05/2004		S		5,300	D	\$26.16	28,523	D	
Common Stock	03/05/2004		S		100	D	\$26.18	30,000 ⁽⁴⁾	D	

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								853.336	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)	\$11.3125	03/05/2004		M			40,000	04/12/2001 ⁽¹⁾	04/12/2010	Common Stock	40,000	\$0	0	D	
Employee stock option (right to buy)	\$12.985	03/05/2004		M			31,666	04/11/2002 ⁽²⁾	04/11/2011	Common Stock	31,666	\$0	15,834	D	
Employee stock option (right to buy)	\$16.02	03/05/2004		M			16,666	04/18/2003 ⁽³⁾	04/18/2012	Common Stock	16,666	\$0	33,334	D	

Explanation of Responses:

- Option granted on 4/12/00 and became exercisable in three equal annual installments beginning 4/12/01.
- Option granted on 4/11/01 and becomes 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.
- Amount includes 1,577 shares acquired through the Employees Stock Purchase Plan.

Remarks:

Sheilagh M. Clarke, Attorney-in-Fact for Bruce L. Hartman 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.

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