

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): December 28, 2009

Foot Locker, Inc.

(Exact Name of Registrant as Specified in its Charter)

New York
(State or other Jurisdiction
of Incorporation)

1-10299
(Commission File Number)

13-3513936
(I.R.S. Employer
Identification No.)

112 West 34th Street, New York, New York
(Address of Principal Executive Offices)

10120
(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.04. Temporary Suspension of Trading under Registrant's Employee Benefit Plans

On December 28, 2009, Foot Locker, Inc. (the "Company") sent a notice to its directors and executive officers informing them that a blackout period in connection with the change in the record keeper and investment funds of the Company's 401(k) Plan and Puerto Rico 1165(e) Plan would begin January 15, 2010 and was expected to end during the week of February 14, 2010. A copy of the notice, as required by Section 306 of the Sarbanes-Oxley Act of 2002 and Section 245.104 of the Security and Exchange Commission's Regulation BTR, is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

During the blackout period and for a period of two years after the ending date of the blackout period, security holders or other interested persons may obtain, without charge, information about the actual beginning and ending dates of the blackout period by contacting Sheilagh M. Clarke, Vice President, Associate General Counsel and Assistant Secretary, in writing, at Foot Locker, Inc., 112 West 34th Street, New York, NY 10120.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Notice of Blackout Period Dated December 28, 2009

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: December 28, 2009

By: /s/ Gary M. Bahler
*Senior Vice President, General Counsel
And Secretary*

FOOT LOCKER, INC.

December 28, 2009

To: Directors and Executive Officers

From: Sheilagh M. Clarke

Re: **Notice of Blackout Period**

The purpose of this notice is to inform you of an impending "blackout period" under the employee benefit plans referenced below, during which you will be prohibited from effecting any direct or indirect transactions in Foot Locker, Inc. common stock, \$0.01 par value per share, that you acquired in connection with your service or employment as a director or executive officer of the Company. Although this blackout period will occur during the regular quarterly blackout period for trading in the Company's stock, we are required to provide this notice to you under Rule 104 of Regulation BTR promulgated by the Securities and Exchange Commission pursuant to Section 306(a) of the Sarbanes-Oxley Act of 2002.

Reason for the Blackout Period

The Foot Locker 401(k) Plan and the Foot Locker Puerto Rico 1165(e) Plan (individually, a "Plan;" together, the "Plans") will be changing the record keeper, as well as investment options, for the Plans, effective February 1, 2010.

Impact on Affected Plan Rights

As a result of these forthcoming changes, Plan participants and beneficiaries will be unable to direct or diversify investments in their individual accounts, or obtain a loan, hardship withdrawal, or distribution, from the Plans, or change a deferral election. This period during which Plan participants and beneficiaries will be unable to exercise these rights otherwise available under the Plans is called a "blackout period."

Length of Blackout Period

The blackout period for the Plans will begin on January 15, 2010 and is expected to end during the week of February 14, 2010.

Restrictions on Directors and Executive Officers During the Blackout Period

During the blackout period directors and executive officers of the Company will be subject to the trading restrictions imposed under Section 306(a) of the Sarbanes-Oxley Act of 2002 and Regulation BTR. Subject to limited exceptions, these restrictions generally prohibit the direct or indirect purchase, sale, or other acquisition or transfer of any of the Company's common stock that you acquired in connection with your service or employment as a director or executive officer of the Company.

Questions or Additional Information

If you have questions concerning this notice or the trading restrictions described above, please contact Gary Bahler or Sheilagh Clarke, whose contact information is provided below:

Gary M. Bahler
Foot Locker, Inc.
112 West 34th Street
New York, NY 10120
212-720-3890 (phone)
gbahler@footlocker.com

Sheilagh M. Clarke
Foot Locker, Inc.
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