

**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>SERRA MATHEW D</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) 03/10/2004	
	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 <input type="checkbox"/> 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	03/10/2004		M		48,900	A	\$9.625	567,900	D	
Common Stock	03/10/2004		S		200	D	\$25.91	567,700	D	
Common Stock	03/10/2004		S		11,200	D	\$25.89	556,500	D	
Common Stock	03/10/2004		S		100	D	\$25.69	556,400	D	
Common Stock	03/10/2004		S		1,000	D	\$25.65	555,400	D	
Common Stock	03/10/2004		S		31,500	D	\$25.58	523,900	D	
Common Stock	03/10/2004		S		4,900	D	\$25.54	519,000	D	
Common Stock	03/11/2004		M		500	A	\$9.625	519,500	D	
Common Stock	03/11/2004		S		300	D	\$25.42	519,200	D	
Common Stock	03/11/2004		S		100	D	\$25.41	519,100	D	
Common Stock	03/11/2004		S		100	D	\$25.4	519,000	D	
Common Stock								1,227.095	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)	\$9.625	03/10/2004		M		48,900		09/21/1999 <sup>(1)</sup>	09/21/2008	Common Stock	48,900	\$0	178,000	D	
Employee stock option (right to buy)	\$9.625	03/11/2004		M		500		09/21/1999 <sup>(2)</sup>	09/21/2008	Common Stock	500	\$0	177,500	D	

**Explanation of Responses:**

- Option granted on 9/21/98 and became exercisable in three equal annual installments beginning 9/21/99.
- Option granted on 9/21/98 and became exercisable in three equal annual installments beginning 9/21/99.

**Remarks:**

Sheilagh M. Clarke, Attorney-in-Fact for Matthew D. Serra 03/11/2004

\*\* 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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