

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Johnson Richard A</u>  (Last) (First) (Middle) FOOT LOCKER, INC. 112 WEST 34TH STREET  (Street) NEW YORK NY 10120  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/08/2010	3. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER INC [ FL ]</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Pres. & CEO - Foot Locker US	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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100,961	D	
Common Stock	2,679,796	I	401(k) Plan

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Employee stock option (right to buy)	04/18/2003 <sup>(1)</sup>	04/18/2012	Common Stock 30,000	16.02	D	
Employee stock option (right to buy)	04/16/2004 <sup>(2)</sup>	04/16/2013	Common Stock 30,000	10.245	D	
Employee stock option (right to buy)	04/01/2005 <sup>(3)</sup>	04/01/2014	Common Stock 30,000	25.385	D	
Employee stock option (right to buy)	03/23/2006 <sup>(4)</sup>	03/23/2015	Common Stock 20,000	28.155	D	
Employee stock option (right to buy)	03/22/2007 <sup>(5)</sup>	03/22/2016	Common Stock 20,000	23.92	D	
Employee stock option (right to buy)	03/28/2008 <sup>(6)</sup>	03/28/2017	Common Stock 20,000	23.42	D	
Employee stock option (right to buy)	07/30/2008 <sup>(7)</sup>	07/30/2017	Common Stock 20,000	18.8	D	
Employee stock option (right to buy)	03/26/2009 <sup>(8)</sup>	03/26/2018	Common Stock 10,000	11.66	D	
Employee stock option (right to buy)	03/25/2010 <sup>(9)</sup>	03/25/2019	Common Stock 25,000	9.93	D	

Explanation of Responses:

- Option granted on 4/18/2002 and became exercisable in three equal annual installments, beginning 4/18/2003.
- Option granted on 4/16/2003 and became exercisable in three equal annual installments, beginning 4/16/2004.
- Option granted on 4/1/2004 and became exercisable in three equal annual installments, beginning 4/1/2005.
- Option granted on 3/23/2005 and became exercisable in three equal annual installments, beginning 3/23/2006.
- Option granted on 3/22/2006 and became exercisable in three equal annual installments, beginning 3/22/2007.
- Option granted on 3/28/2007 and becomes exercisable in three equal annual installments, beginning 3/28/2008.
- Option granted on 7/30/2007 and becomes exercisable in three equal annual installments, beginning 7/30/2008.
- Option granted on 3/26/2008 and becomes exercisable in three equal annual installments, beginning 3/26/2009.
- Option granted on 3/25/2009 and becomes exercisable in three equal annual installments, beginning 3/25/2010.

Remarks:

Sheilagh M. Clarke, Attorney-in-Fact for  
Richard A Johnson

01/15/2010

\*\* 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 5 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that, effective as of January 8, 2010, the undersigned hereby constitutes and appoints each of Gary M. Bahler and Sheilagh M. Clarke,

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as a director and/or executive officer of Foot Locker, Inc. (the Company), Forms 3, 4, and 5;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and file the same;
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of the undersigned.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, and proper to carry out the above and to execute the same.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's obligations for you.

This Power of Attorney may be executed in counterparts and all such duly executed counterparts shall together constitute the same instrument. This Power of Attorney shall be binding on the undersigned.

The CAUTION TO THE PRINCIPAL and IMPORTANT INFORMATION FOR THE AGENT statements below are required under the New York General Obligations Law. Notwithstanding anything to the contrary herein, the undersigned hereby agrees to be bound by the terms of the New York General Obligations Law, Article 5, Section 5-1.1.

**CAUTION TO THE PRINCIPAL:** Your Power of Attorney is an important document. As the principal, you give the person whom you choose (your agent) powers to spend your money on your behalf. You may execute a Health Care Proxy to do this. The law governing Powers of Attorney is contained in the New York General Obligations Law, Article 5, Section 5-1.1.

**IMPORTANT INFORMATION FOR THE AGENT:** When you accept the authority granted under this power of attorney, a special legal relationship is created between you and the principal. You must act in the principal's best interest and avoid conflicts of interest.

- (1) act according to any instructions from the principal, or, where there are no instructions, in the principal's best interest;
- (2) avoid conflicts that would impair your ability to act in the principal's best interest;
- (3) keep the principal's property separate and distinct from any assets you own or control, unless otherwise permitted by law;
- (4) keep a record of all receipts, payments, and transactions conducted for the principal; and
- (5) disclose your identity as an agent whenever you act for the principal by writing or printing the principal's name and signing your own name as agent in the following manner:

You may not use the principal's assets to benefit yourself or give gifts to yourself or anyone else unless there is a Statutory Major Gifts Rider attached to this Power of Attorney.

Liability of Agent. The meaning of the authority given to you is defined in New York's General Obligations Law, Article 5, Title 15. If it is found that you have violated the terms of this Power of Attorney, you may be held liable for the principal's losses.

IN WITNESS WHEREOF, I, the undersigned, have executed this Power of Attorney as of this 12th day of January 2010.

/s/ Richard A. Johnson

Richard A. Johnson

STATE OF NEW YORK)

COUNTY OF NEW YORK) ss.:

On the 12th day of January 2010, before me, the undersigned, personally appeared Richard A. Johnson, being personally known to me, and executed the above instrument.

/s/ James H. Schnittger

Notary Public

James H. Schnittger

Notary Public, State of New York

No. 4760366

Qualified in Suffolk County

Certificate Filed in New York County

Commission Expires February 28, 2011

I, Gary M. Bahler, have read the foregoing Power of Attorney. I am a person identified therein as agent for the principal named therein. I acknowledge my legal responsibility for the actions I take as agent.

/s/ Gary M. Bahler

Gary M. Bahler

STATE OF NEW YORK)

COUNTY OF NEW YORK) ss.:

On the 12th day of January 2010, before me, the undersigned, personally appeared Gary M. Bahler, being personally known to me, and executed the above instrument.

/s/ James H. Schnittger

Notary Public

James H. Schnittger

Notary Public, State of New York

No. 4760366

Qualified in Suffolk County

Certificate Filed in New York County

Commission Expires February 28, 2011

I, Sheilagh M. Clarke, have read the foregoing Power of Attorney. I am a person identified therein as agent for the principal named therein. I acknowledge my legal  
/s/ Sheilagh M. Clarke

Sheilagh M. Clarke

STATE OF NEW YORK)

COUNTY OF NEW YORK) ss.:

On the 12th day of January 2010, before me, the undersigned, personally appeared Sheilagh M. Clarke, being personally known to me, and executed the above instrument

/s/ James H. Schnittger

Notary Public

James H. Schnittger

Notary Public, State of New York

No. 4760366

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