SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Estimated average burden

Estimated average burden hours per response: 0.5

1. Name and Addre	1 0	erson*	2. Issuer Name and Ticker or Trading Symbol <u>FOOT LOCKER INC</u> [FL]	(Check	tionship of Reporting Pe all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify		
<i>(</i> , ,)			3. Date of Earliest Transaction (Month/Day/Year)	X	below)	below)		
(Last)	(First)	(Middle)	03/26/2008		SVP-Chief Inform	ation Officer		
FOOT LOCKE	R, INC.		03/20/2000					
112 WEST 34T	H STREET							
,			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group Filir	ig (Check Applicable		
(Street)				Line)				
NEW YORK	NY	10120		X	X Form filed by One Reporting Persor			
	IN I	10120			Form filed by More that Person	ore than One Reporting		
(City)	(State)	(Zip)						

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)	Code (Instr.					5. Amount of Securities Beneficially Owned Following Reported	Form: Direct	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/26/2008		Α		10,000 ⁽¹⁾	Α	\$ <mark>0</mark>	65,306 ⁽³⁾	D	
Common Stock								1,301.438	Ι	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. Transa Code (8)		of		6. Date Exerci Expiration Dat (Month/Day/Ye	te	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)	\$11.66	03/26/2008		A		25,000		03/26/2009 ⁽²⁾	03/26/2018	Common Stock	25,000	\$0	25,000	D	

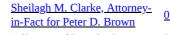
Explanation of Responses:

1. Restricted stock award under the Foot Locker 2007 Stock Incentive Plan.

2. Option becomes exercisable in three equal annual installments beginning March 26, 2009, which is the first anniversary of the date of grant.

3. Includes 1,016 shares acquired on June 1, 2007 through the Employees Stock Purchase Plan.

Remarks:



03/28/2008

** 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.

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.