

FOOT LOCKER INC  
Form 4  
August 02, 2013

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAHLER GARY M**

(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  
**FOOT LOCKER INC [FL]**

3. Date of Earliest Transaction (Month/Day/Year)  
**08/01/2013**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SVP, Gen. Counsel & Secretary**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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	08/01/2013		<u>M</u> <sup>(1)</sup>		40,000	A	\$ 15.1
Common Stock	08/01/2013		<u>M</u> <sup>(1)</sup>		32,000	A	\$ 18.84
Common Stock	08/01/2013		<u>M</u> <sup>(1)</sup>		12,500	A	\$ 9.93
Common Stock	08/01/2013		<u>S</u> <sup>(1)</sup>		114,500	D	\$ 36.6487
							<u>(2)</u>
Common Stock					2,791,769	I	
							401(k) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Employee stock option (right to buy)	\$ 15.1	08/01/2013		M <sup>(1)</sup>	40,000	03/23/2011 <sup>(3)</sup> 03/23/2020	Common Stock	40,000
Employee stock option (right to buy)	\$ 18.84	08/01/2013		M <sup>(1)</sup>	32,000	03/23/2012 <sup>(4)</sup> 03/23/2021	Common Stock	32,000
Employee stock option (right to buy)	\$ 9.93	08/01/2013		M <sup>(1)</sup>	12,500	03/25/2010 <sup>(5)</sup> 03/25/2019	Common Stock	12,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAHLER GARY M FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120			SVP, Gen. Counsel & Secretary	

## Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Gary M.  
Bahler

08/02/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The stock option exercises and stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 11, 2013.  
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$36.17 to \$36.93, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2)
- (3) Option granted on March 23, 2010 and became exercisable in three equal annual installments, beginning March 23, 2011.
- (4) Option granted on March 23, 2011 and became exercisable in three equal annual installments, beginning March 23, 2012.
- (5) Option granted on March 25, 2009 and became exercisable in three equal annual installments, beginning March 25, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.