Edgar Filing: FOOT LOCKER, INC. - Form 4

FOOT LOCE Form 4	KER, INC.										
March 24, 20)17										
OMB APPROVAL									PPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
Check thi	Washington, D.C. 2004)						Expires:	January 31,			
if no long subject to Section 1 Form 4 or	6. SIAIE	TEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES					NERSHIP OF	Estimated burden hou response	urs per		
Form 5 obligations may continue. See Instruction 1(b). 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 F	Responses)										
Kimble Lewis Phillip Sym			2. Issuer Symbol	2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			FOOT LOCKER, INC. [FL]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(enc				
				Month/Day/Year) 3/22/2017				Director10% Owner XOfficer (give titleOther (specify below) EVP & CEO International			
(Street) 4.			4. If Amer	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
Filed(Month				h/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
NEW YORI	K,, NY 10001							Form filed by I Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any (Month		on Date, if	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)))	SecuritiesHBeneficially()OwnedHFollowing()	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/22/2017			A <u>(1)</u>	5,093	А	\$0	5,093	D		
Common Stock								66.688	Ι	401(k) Plan	

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

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 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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 72.83	03/22/2017		A	28,884	03/22/2018 <u>(2)</u>	03/22/2027	Common Stock	28,8

Reporting Owners

Reporting Owner Name / Address			Relationships		
I O	Director 10% Owner		Officer	Other	
Kimble Lewis Phillip C/O FOOT LOCKER, INC. 330 WEST 34TH STREET NEW YORK,, NY 10001			EVP & CEO International		
Signatures					
Anthony D. Foti, Attorney-in-F Kimble	Fact for Le	03/24/2017			
**Signature of Report	ing 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).

Represents performance-based restricted stock units earned for the 2015-16 long-term incentive period, as the performance conditions for
(1) this performance period were met and certified as of March 22, 2017. The restricted stock units will vest on March 25, 2018 and are payable solely in shares of the Company's common stock.

(2) Option becomes exercisable in three equal annual installments, beginning March 22, 2018, which is the first anniversary of the date of grant.

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.