

FOOT LOCKER, INC.  
Form 4  
August 23, 2016

**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 \*  
Johnson Richard A

(Last) (First) (Middle)  
FOOT LOCKER, INC., 330 WEST  
34TH STREET  
(Street)

NEW YORK,, NY 10001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FOOT LOCKER, INC. [FL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/19/2016

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)  
Chairman, President & CEO

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/19/2016		M <sup>(1)</sup>	20,000	A	\$ 23.42	302,792 <sup>(2)</sup> D
Common Stock	08/19/2016		M <sup>(1)</sup>	20,000	A	\$ 18.8	322,792 D
Common Stock	08/19/2016		M <sup>(1)</sup>	10,000	A	\$ 11.66	332,792 D
Common Stock	08/19/2016		S <sup>(1)</sup>	20,000	D	\$ 68.1006 <sup>(3)</sup>	312,792 D
Common Stock	08/19/2016		S <sup>(1)</sup>	30,000	D	\$ 68	282,792 D

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Common Stock 4,014.869 I 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. 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)	\$ 23.42	08/19/2016		M <sup>(1)</sup>	20,000	03/28/2008 <sup>(4)</sup> 03/28/2017	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 18.8	08/19/2016		M <sup>(1)</sup>	20,000	07/30/2008 <sup>(5)</sup> 07/30/2017	Common Stock	20,000
Employee Stock Option (right to buy)	\$ 11.66	08/19/2016		M <sup>(1)</sup>	10,000	03/26/2009 <sup>(6)</sup> 03/26/2018	Common Stock	10,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Richard A FOOT LOCKER, INC. 330 WEST 34TH STREET NEW YORK, NY 10001	X		Chairman, President & CEO	

## Signatures

Anthony D. Foti, Attorney-in-Fact for Richard A.  
Johnson

08/23/2016

\_\_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 sales in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 24, 2016.
  - (2) Includes 393 shares acquired on June 1, 2016 through the Employees Stock Purchase Plan.  
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$68.00 to \$68.37, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the U.S. 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.
  - (3) Option granted on March 28, 2007 and became exercisable in three equal annual installments, beginning March 28, 2008, which was the first anniversary of the date of grant.
  - (4) Option granted on July 30, 2007 and became exercisable in three equal annual installments, beginning July 30, 2008, which was the first anniversary of the date of grant.
  - (5) Option granted on March 26, 2008 and became exercisable in three equal annual installments, beginning March 26, 2009, which is the first anniversary of the date of grant.
  - (6)

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