

FOOT LOCKER INC
Form 4
December 01, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
BERK JEFFREY L

(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)
11/30/2006

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)

Senior Vice President

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	11/30/2006		M	25,000 A \$ 21.2188	47,451	D	
Common Stock	11/30/2006		M	25,000 A \$ 22.1875	72,451	D	
Common Stock	11/30/2006		S	4,400 D \$ 22.93	68,051	D	
Common Stock	11/30/2006		S	7,600 D \$ 22.94	60,451	D	
Common Stock	11/30/2006		S	4,500 D \$ 22.95	55,951	D	

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Common Stock	11/30/2006	S	5,199	D	\$ 22.96	50,752	D
Common Stock	11/30/2006	S	20,500	D	\$ 22.97	30,252	D
Common Stock	11/30/2006	S	700	D	\$ 22.98	29,552	D
Common Stock	11/30/2006	S	2,400	D	\$ 22.99	27,152	D
Common Stock	11/30/2006	S	1,200	D	\$ 23	25,952	D
Common Stock	11/30/2006	S	3,500	D	\$ 23.01	22,452	D
Common Stock	11/30/2006	S	1	D	\$ 23.02	22,451	D

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

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SEC 1474
(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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 21.2188	11/30/2006		M	25,000	01/06/1998 ⁽¹⁾	01/06/2007	Common Stock	25,000
Employee stock option (right to buy)	\$ 22.1875	11/30/2006		M	25,000	04/09/1998 ⁽²⁾	04/09/2007	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERK JEFFREY L FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK,, NY 10120			Senior Vice President	

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Jeffrey L. Berk	12/01/2006
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__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) Option granted on 1/6/97 and became exercisable in three equal annual installments, beginning 1/6/98.

(2) Option granted on 4/9/97 and became exercisable in three equal annual installments, beginning 4/9/98.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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