Edgar Filing: FOOT LOCKER INC - Form 4

FOOT LOCK	KER INC											
Form 4												
March 27, 20)15											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL				
	UNITEL) STATES				ND EXC D.C. 205		NGE (COMMISSION	OMB Number:	3235-0287	
Check thi				-						Expires:	January 31,	
if no longer subject to STATEMENT OF CHA				ANGES IN BENEFICIAL OWNERSHIP OF					Estimated	2005 average		
-	Section 16. SECURIT				TIES					burden hours per		
Form 4 or								response				
Form 5 obligatior	^							-	ge Act of 1934,			
may conti									f 1935 or Sectio	on		
<i>See</i> Instru 1(b).	iction	30(n)	of the Inv	vestmer	nt C	Jompany	y Act	01 19	40			
(Print or Type R	Responses)											
Maurer John A Symbol				2. Issuer Name and Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer			
				OOT LOCKER INC [FL]					(Cha	ak all applicabl	2)	
(Last)	(Last) (First) (Middle) 3. Date of Earliest Tr				Tra				ck all applicable)			
				Ionth/Day/Year)					Director 10% Owner			
	KER, INC., 112	2 WEST	03/25/20)15					X Officer (giv below)	e title Oth below)	er (specify	
34TH STRE	ET								· · · · · · · · · · · · · · · · · · ·	surer & Inv. Rel	lations	
	(Street)		4. If Amer	ndment, I	Date	e Original			6. Individual or J	oint/Group Fili	ng(Check	
	Z NIX 10100		Filed(Mont	th/Day/Yo	ear)				Applicable Line) _X_ Form filed by Form filed by 1	One Reporting Po More than One Ro		
NEW YORK	K,, NY 10120								Person		-F8	
(City)	(State)	(Zip)	Table	e I - Non	-De	rivative S	ecuri	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Day (Month/Day/Yea	med on Date, if Day/Year)	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5))	Securities Beneficially	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership			
			•				(A)		Following Reported Transaction(s)	(Instr. 4)	(Instr. 4)	
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock	03/25/2015			A <u>(1)</u>		1,734	A	\$0	1,734	D		

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

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number or f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Shares
Employee stock option (right to buy)	\$ 62.11	03/25/2015		А	5,000	03/25/2016 <u>(2)</u>	03/25/2025	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director 10% Owner		Officer	Other				
Maurer John A FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK,, NY 10120			VP, Treasurer & Inv. Relations					
Signatures								
Sheilagh M. Clarke, Attorney- Maurer	in-Fact fo	r John A.	03/27/2015					
<u>**</u> Signature of Reporting	ng Person		Date					
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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 2013-2014 long-term incentive period, as the performance conditions
(1) for this performance period were met and certified as of March 25, 2015. The restricted stock units will vest on March 28, 2016 and are payable solely in shares of the Company's common stock.

(2) Option becomes exercisable in three equal annual installments, beginning March 25, 2016, 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.