

FOOT LOCKER INC  
Form 4  
July 06, 2015

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**YOUNG DONA D**

(Last) (First) (Middle)

**C/O 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)  
**07/01/2015**

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)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Phantom Stock Units             | 07/01/2015                           |                                                    | A <sup>(1)</sup>               | 1,081.9281                                                        | A 67.01<br><sup>(2)</sup>                                                                     | 54,569.3858                                              | D                                                     |
| Phantom Stock Units             | 07/01/2015                           |                                                    | A <sup>(3)</sup>               | 27.7328                                                           | A 67.97<br><sup>(4)</sup>                                                                     | 54,597.1186                                              | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 5,560                                                                                         |                                                          | D                                                     |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 29,378                                                                                        | I                                                        | By trust                                              |

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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.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                       | Relationships                    |
|--------------------------------------------------------------------------------------|----------------------------------|
|                                                                                      | Director 10% Owner Officer Other |
| YOUNG DONA D<br>C/O FOOT LOCKER, INC.<br>112 WEST 34TH STREET<br>NEW YORK,, NY 10120 | X                                |

## Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Dona D.  
Young 07/06/2015

\_\_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).

- Phantom stock units were accrued under the Foot Locker 2007 Incentive Plan, as amended and restated, and represent the stock portion of
- (1) the reporting person's 2015 annual retainer fee, which was deferred under the Plan. The phantom stock units are to be settled only in stock following the reporting person's termination of service as a director.
  - (2) Value of consideration is equal to the closing price of a share of the Company's common stock on June 30, 2015.
  - (3) Phantom stock units were accrued under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, and are to be settled in stock following the reporting person's termination of service as a director.
  - (4) Price is equal to the closing price of a share of the Company's common stock on July 1, 2015.

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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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