

FOOT LOCKER INC

Form 4

July 14, 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 *
PETERS LAUREN B

(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)
07/13/2015

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) below)

EVP & Chief Financial Officer

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) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | 07/13/2015 | | M ⁽¹⁾ | 25,000 A | \$ 23.92 140,356 | D | |
| Common Stock | 07/13/2015 | | M ⁽¹⁾ | 40,000 A | \$ 18.84 180,356 | D | |
| Common Stock | 07/13/2015 | | D ⁽¹⁾ | 65,000 D | \$ 68.9606 115,356 | D | |
| Common Stock | | | | | ⁽²⁾ 1,738.922 | I | 401(k) Plan |

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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee stock option (right to buy) | \$ 23.92 | 07/13/2015 | | M | | 25,000 | | 03/22/2007 ⁽³⁾ | 03/22/2016 | Common Stock | 25,000 |
| Employee stock option (right to buy) | \$ 18.84 | 07/13/2015 | | M | | 40,000 | | 03/23/2012 ⁽⁴⁾ | 03/23/2021 | Common Stock | 40,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| PETERS LAUREN B FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120 | EVP & Chief Financial Officer |

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Lauren B. Peters

07/14/2015

____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).

(1)

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The stock option exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan, adopted by the reporting person on June 11, 2015.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$68.66 to \$69.41, 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.

- (2)
- (3) Option granted on March 22, 2006, and became exercisable in three equal annual installments beginning March 22, 2007, which is the first anniversary of the date of grant.
- (4) Option granted on March 23, 2011, and became exercisable in three equal annual installments beginning March 23, 2012, 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.

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