

FOOT LOCKER INC  
Form 3  
February 29, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|                                                                                                                                                                                                                                      |                                                                                       |                                                                                |                                                                                                                                                                                                                                                                                                                         |                                                             |                                                                                                                                                                                                                           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>1. Name and Address of Reporting Person *</p> <p>Kimble Lewis Phillip</p> <p>(Last) (First) (Middle)</p> <p>C/O FOOT LOCKER, INC., 112 WEST 34TH STREET</p> <p>(Street)</p> <p>NEW YORK, NY 10120</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/29/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FOOT LOCKER INC [FL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>EVP &amp; CEO International</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 26,131                                                   | D                                                                 | ^                                                        |
| Common Stock                       | 6,137 <sup>(1)</sup>                                     | D                                                                 | ^                                                        |
| Common Stock                       | 65.739                                                   | I                                                                 | 401(k) Plan                                              |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) |                 | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) |                            | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|-----------------|--------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------|----------------------------------------------------------|
|                                               | Date Exercisable                                            | Expiration Date | Title                                                                          | Amount or Number of Shares |                                                        |                                                                                    |                                                          |
| Employee Stock Option (right to buy)          | 03/25/2010 <sup>(2)</sup>                                   | 03/25/2019      | Common Stock                                                                   | 6,667                      | \$ 9.93                                                | D                                                                                  | Â                                                        |
| Employee Stock Option (right to buy)          | 03/28/2014 <sup>(3)</sup>                                   | 03/28/2023      | Common Stock                                                                   | 24,000                     | \$ 34.24                                               | D                                                                                  | Â                                                        |
| Employee Stock Option (right to buy)          | 03/26/2015 <sup>(4)</sup>                                   | 03/26/2024      | Common Stock                                                                   | 19,000                     | \$ 45.08                                               | D                                                                                  | Â                                                        |
| Employee Stock Option (right to buy)          | 03/25/2016 <sup>(5)</sup>                                   | 03/25/2025      | Common Stock                                                                   | 21,000                     | \$ 62.11                                               | D                                                                                  | Â                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                           |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|---------------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer                   | Other |
| Kimble Lewis Phillip<br>C/O FOOT LOCKER, INC.<br>112 WEST 34TH STREET<br>NEW YORK,, NY 10120 | Â             | Â         | Â EVP & CEO International | Â     |

## Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Lewis Phillip Kimble 02/29/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents performance-based restricted stock units earned for the 2013-14 long-term incentive period. The restricted stock units will vest on March 28, 2016 and are payable solely in shares of the Company's common stock.
- (2) Option granted on March 25, 2009 and became exercisable in three equal annual installments beginning March 25, 2010.
- (3) Option granted on March 28, 2013 and became exercisable in three equal annual installments beginning March 28, 2014.
- (4) Option granted on March 26, 2014 and became exercisable in three equal annual installments beginning March 26, 2015.
- (5) Option granted on March 25, 2015 and becomes exercisable in three equal annual installments beginning March 25, 2016.

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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