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FOOT LOCKER INC  
Form SC 13D/A  
November 13, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 13)

-----

FOOT LOCKER, INC.

(formerly named Venator Group, Inc.)

(Name of Issuer)

Common Stock, \$.01 par value per share	344849 10 4
(Title of class of securities)	(CUSIP number)

Gary K. Duberstein, Esq.  
Greenway Partners, L.P.  
909 Third Avenue, 30th Floor  
New York, New York 10022  
(212) 350-5100

(Name, address and telephone number of person authorized  
to receive notices and communications)

November 2, 2001  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss. 240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 15 pages)

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENWAY P 13-3714238
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT [ ]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	
	7	SOLE VOTING POWER:
NUMBER OF SHARES	8	SHARED VOTING POWER:
BENEFICIALLY OWNED BY	9	SOLE DISPOSITIVE POWER:
EACH REPORTING	10	SHARED DISPOSITIVE POWER:
PERSON WITH		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	PN

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENTREE 13-3752875
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	

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-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS:  
-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
-----  
NUMBER OF 7 SOLE VOTING POWER:  
SHARES  
-----  
BENEFICIALLY 8 SHARED VOTING POWER:  
OWNED BY  
-----  
EACH 9 SOLE DISPOSITIVE POWER:  
REPORTING  
-----  
PERSON WITH 10 SHARED DISPOSITIVE POWER:  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
PERSON:  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES:  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
-----  
14 TYPE OF REPORTING PERSON: PN  
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-----  
1 NAME OF REPORTING PERSON GREENHOUSE  
S.S. OR I.R.S. IDENTIFICATION NO. 13-3793447  
OF ABOVE PERSON  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS:  
-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
-----

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NUMBER OF SHARES	7	SOLE VOTING POWER:
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:
EACH REPORTING	9	SOLE DISPOSITIVE POWER:
PERSON WITH	10	SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	PN

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENHUT 13-3793450
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT [ ]	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	
NUMBER OF SHARES	7	SOLE VOTING POWER:
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:
EACH	9	SOLE DISPOSITIVE POWER:

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REPORTING  
 -----  
 PERSON WITH 10 SHARED DISPOSITIVE POWER:  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
 PERSON:  
 -----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES:  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
 -----  
 14 TYPE OF REPORTING PERSON: OO  
 -----

5

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-----  
 1 NAME OF REPORTING PERSON GREENBELT  
 S.S. OR I.R.S. IDENTIFICATION NO. 13-3791931  
 OF ABOVE PERSON  
 -----  
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
 -----  
 3 SEC USE ONLY  
 -----  
 4 SOURCE OF FUNDS:  
 -----  
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
 -----  
 6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
 -----  
 NUMBER OF 7 SOLE VOTING POWER:  
 SHARES  
 -----  
 BENEFICIALLY 8 SHARED VOTING POWER:  
 OWNED BY  
 -----  
 EACH 9 SOLE DISPOSITIVE POWER:  
 REPORTING  
 -----  
 PERSON WITH 10 SHARED DISPOSITIVE POWER:  
 -----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
 PERSON:  
 -----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 -----

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CERTAIN SHARES:

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14

TYPE OF REPORTING PERSON:

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1

NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

GREENSEA O

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3

SEC USE ONLY

4

SOURCE OF FUNDS:

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
[ ]

6

CITIZENSHIP OR PLACE OF ORGANIZATION:

NUMBER OF  
SHARES

7

SOLE VOTING POWER:

BENEFICIALLY  
OWNED BY

8

SHARED VOTING POWER:

EACH  
REPORTING

9

SOLE DISPOSITIVE POWER:

PERSON WITH

10

SHARED DISPOSITIVE POWER:

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
PERSON:

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES:

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14

TYPE OF REPORTING PERSON:

PN

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1	NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	GREENHUT O 13-3868906
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:	
3	SEC USE ONLY	
4	SOURCE OF FUNDS:	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT	
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	
	7	SOLE VOTING POWER:
	8	SHARED VOTING POWER:
	9	SOLE DISPOSITIVE POWER:
	10	SHARED DISPOSITIVE POWER:
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
14	TYPE OF REPORTING PERSON:	OO

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1 NAME OF REPORTING PERSON ALFRED D.  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS:

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

7 NUMBER OF SHARES SOLE VOTING POWER:

8 BENEFICIALLY OWNED BY SHARED VOTING POWER:

9 EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER:

10 SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: IN

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1 NAME OF REPORTING PERSON GARY K. DU  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:



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-----	-----	-----
3	SEC USE ONLY	
-----	-----	-----
4	SOURCE OF FUNDS:	
-----	-----	-----
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT [ ]	
-----	-----	-----
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	
-----	-----	-----
NUMBER OF SHARES	7	SOLE VOTING POWER:
-----	-----	-----
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER:
-----	-----	-----
EACH REPORTING	9	SOLE DISPOSITIVE POWER:
-----	-----	-----
PERSON WITH	10	SHARED DISPOSITIVE POWER:
-----	-----	-----
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	
-----	-----	-----
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:	
-----	-----	-----
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	
-----	-----	-----
14	TYPE OF REPORTING PERSON:	IN
-----	-----	-----

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This Amendment No. 13 ("Amendment No. 13") amends the Statement on Schedule 13D (the "Schedule 13D") filed on May 18, 1998, as amended by Amendment No. 1 filed on June 5, 1998, Amendment No. 2 filed on July 7, 1998, Amendment No. 3 filed on August 23, 1998, Amendment No. 4 filed on October 2, 1998, Amendment No. 5 filed on December 1, 1998, Amendment No. 6 filed on January 6, 1999, Amendment No. 7 filed on January 29, 1999, Amendment No. 8 filed on March 12, 1999, Amendment No. 9 filed on March 25, 1999, Amendment No. 10 filed on March 13, 2000, Amendment No. 11 filed on January 19, 2001 and Amendment No. 12 filed on July 10, 2001 and is filed by and on behalf of Greenway Partners, L.P. ("Greenway"), Greentree Partners, L.P. ("Greentree"), Greenhouse Partners, L.P. ("Greenhouse"), Greenhut, L.L.C. ("Greenhut"), Greenbelt Corp. ("Greenbelt"), Greensea Offshore, L.P. ("Greensea"), Greenhut Overseas, L.L.C. ("Greenhut Overseas"), Alfred D. Kingsley ("Kingsley") and Gary K. Duberstein ("Duberstein"; the foregoing persons being referred to collectively as the "Reporting Persons"). Capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Schedule 13D.

ITEM 1. SECURITY AND ISSUER

On November 2, 2001, the Company changed its name to Foot Locker, Inc. The principal executive offices of the Company are located at 112 West 34th Street, New York, New York 10120.

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Except as indicated above, the information set forth in Item 1 of the Schedule 13D remains unchanged.

### ITEM 4. PURPOSE OF THE TRANSACTION

Greenway previously recommended in a shareholder proposal submitted for the Company's 1999 Annual Meeting of Shareholders, that the Company change its name from "Venator Group, Inc.", and has urged that the Company "let the Foot Locker name identify the Company on Wall Street as well as on Main Street." On November 2, 2001, the Company, after obtaining the approval of 99.8% of its shareholders voting on the matter, changed its name to "Foot Locker, Inc." Greenway welcomes the change.

Except as indicated above, the information set forth in Item 4 of the Schedule 13D remains unchanged.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date of this statement, the Reporting Persons beneficially owned in the aggregate 15,903,648 Shares constituting 11.4% of the outstanding Shares (the percentage of Shares owned being based upon 139,810,246 Shares outstanding on September 21, 2001, as set forth in the Company's proxy statement dated September 26, 2001 for a special meeting of shareholders). The Reporting Persons may be deemed to have direct beneficial ownership of Shares as follows:

Name -----	Number of Shares -----	Approximate Percentage of Outstanding Shares -----
Greenway	2,350,000	1.7%
Greentree	1,500,900	1.1%
Greenbelt	9,070,448	6.5%
Greensea	2,150,000	1.5%
Kingsley	832,300	0.6%

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Greenhouse, as the general partner of Greenway, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greenway may be deemed to possess direct beneficial ownership. Each of Kingsley and Duberstein, as general partners of Greenhouse, may be deemed to beneficially own Shares which Greenhouse may be deemed to beneficially own. Each of Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenhut, as the general partner of Greentree, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greentree may be deemed to possess direct beneficial ownership. Each of Kingsley and Duberstein, as members of Greenhut, may be deemed to beneficially own Shares which Greenhut may be deemed to beneficially own. Each of Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenhut Overseas, as the investment general partner of Greensea, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greensea may be deemed to possess direct beneficial ownership. Each of Kingsley and Duberstein, as members of Greenhut Overseas, may be deemed to beneficially own Shares which Greenhut Overseas may be deemed to beneficially own. Each of Kingsley and Duberstein

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disclaims beneficial ownership of such Shares for all other purposes.

Greenbelt has direct beneficial ownership of the Shares in the accounts that it manages. Each of Kingsley and Duberstein, as executive officers and directors of Greenbelt, may be deemed to beneficially own Shares that Greenbelt beneficially owns. Each of Kingsley and Duberstein hereby disclaims beneficial ownership of such Shares for all other purposes.

(b) Greenway has the sole power to vote or direct the vote of 2,350,000 Shares and the sole power to dispose or to direct the disposition of such Shares. Greenhouse and Kingsley and Duberstein may be deemed to share with Greenway the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greentree has the sole power to vote or direct the vote of 1,500,900 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhut, Kingsley and Duberstein may be deemed to share with Greentree the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greensea has the sole power to vote or direct the vote of 2,150,000 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhut Overseas, Kingsley and Duberstein may be deemed to share with Greensea the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greenbelt has the sole power to vote or direct the vote of 9,070,448 Shares and the sole power to dispose or direct the disposition of such Shares. Kingsley and Duberstein may be deemed to share with Greenbelt the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

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Kingsley has the sole power to vote or direct the vote of 832,300 Shares and the sole power to dispose or direct the disposition of such Shares.

(c) Information concerning transactions in the Shares by the Reporting Persons during the last sixty days is set forth in Exhibit 23, attached hereto, which is incorporated herein by reference.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares, except the dividends from, or proceeds from the sale of Shares in each respective account managed by Greenbelt will be delivered into each such respective account, as the case may be. No such individual account has an interest in more than five percent of the class of outstanding Shares.

(e) Not applicable.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following Exhibits are filed herewith:

23. Information concerning transactions in the Shares effected by the Reporting Persons during the past sixty days.

[The remainder of this page intentionally left blank.]

SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: November 9, 2001

GREENHOUSE PARTNERS, L.P.

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
General Partner

GREENHUT, L.L.C.

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
Member

GREENHUT OVERSEAS, L.L.C.

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
Member

GREENWAY PARTNERS, L.P.

By: Greenhouse Partners, L.P.  
General Partner

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
General Partner

GREENTREE PARTNERS, L.P.

By: Greenhut, L.L.C.  
General Partner

By: /s/ Gary K. Duberstein

GREENSEA OFFSHORE, L.P.

By: Greenhut Overseas, L.  
Investment General Pa

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
Member

GREENBELT CORP.

By: /s/ Alfred D. Kingsley  
-----  
Alfred D. Kingsley  
President

/s/ Alfred D. Kingsley

-----  
Alfred D. Kingsley

/s/ Gary K. Duberstein

-----  
Gary K. Duberstein

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-----  
Gary K. Duberstein  
Member

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EXHIBIT INDEX

EXHIBIT NO.  
-----

DESCRIPTION  
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23.	Information concerning transactions in the Shares effected by the Reporting Persons during the past sixty days.
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