

FOOT LOCKER INC  
Form 4  
March 25, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Clarke Sheilagh

(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)  
03/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
SVP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 03/23/2016                           |  | A <sup>(1)</sup>               | 3,760 A \$ 0  | 3,760   | D  |                                   |

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)**

## Edgar Filing: FOOT LOCKER INC - Form 4

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Stock Option (right to buy)       | \$ 63.79   | 03/23/2016                           |  | A                              | 14,255  | 03/23/2017 <sup>(2)</sup> 03/23/2026                     | Common Stock 14,255   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships  |
|--|--|
| Clarke Sheilagh<br>C/O FOOT LOCKER, INC<br>112 WEST 34TH STREET<br>NEW YORK,, NY 10120 | Director 10% Owner Officer SVP, Gen. Counsel & Secretary Other |

## Signatures

Anthony D. Foti, Attorney-in-Fact for Sheilagh M. Clarke  
03/25/2016

\*\*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).  
 Represents performance-based restricted stock units earned for the 2014-15 long-term incentive period, as the performance conditions for  
 (1) this performance period were met and certified as of March 23, 2016. The restricted stock units will vest on March 26, 2017 and are payable solely in shares of the Company's common stock.  
 (2) Option becomes exercisable in three equal annual installments, beginning March 23, 2017, 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.