

FOOT LOCKER INC
Form 4
June 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BROWN PETER 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)
06/13/2005

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)
VP and Treasurer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 06/13/2005 | | M | 1,132 A | \$ 16.02 | 12,264 | D |
| Common Stock | 06/13/2005 | | M | 2,945 A | \$ 10.245 | 15,209 | D |
| Common Stock | 06/13/2005 | | S | 1,860 D | \$ 25.91 | 13,349 | D |
| Common Stock | 06/13/2005 | | S | 781 D | \$ 25.92 | 12,568 | D |
| Common Stock | 06/13/2005 | | S | 3,200 D | \$ 25.9 | 10,439 ⁽¹⁾ | D |

Edgar Filing: FOOT LOCKER INC - Form 4

Common Stock 1,045.913 I 401(k) Plan

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 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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee stock option (right to buy) | \$ 16.02 | 06/13/2005 | | M | 1,132 | 04/18/2003 ⁽²⁾ 04/18/2012 | Common Stock | 1,132 |
| Employee stock option (right to buy) | \$ 10.245 | 06/13/2005 | | M | 2,945 | 04/16/2004 ⁽³⁾ 04/16/2013 | Common Stock | 2,945 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BROWN PETER D C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120 | | | VP and Treasurer | |

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Peter D.
Brown

06/14/2005

__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) Includes 1,071 shares acquired on 06/01/2005 through the Employees Stock Purchase Plan.
- (2) Option granted on 04/18/2002 and became exercisable in three equal annual installments, beginning 04/18/2003.
- (3) Option granted on 04/16/2003 and becomes exercisable in three equal annual installments, beginning 04/16/2004.

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.