

FOOT LOCKER INC  
Form 3  
June 03, 2014

**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>Â Clarke Sheilagh</p> <p>(Last) (First) (Middle)</p> <p>C/O FOOT LOCKER, INC., Â 112 WEST 34TH STREET</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10120</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/01/2014</p> | <p>3. Issuer Name <b>and</b> 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/>SVP, Gen. Counsel &amp; Secretary</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                       | 19,670   | D   | Â  |
| Common Stock                       | 2,659 <sup>(1)</sup>                                     | D   | Â  |
| Common Stock                       | 1,665.122  | 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)          | 03/23/2006 <sup>(2)</sup>                                   | 03/23/2015      | Common Stock   | 1,500                      | \$ 28.155  | D  | Â  |
| Employee stock option (right to buy)          | 03/23/2011 <sup>(3)</sup>                                   | 03/23/2020      | Common Stock   | 4,000                      | \$ 15.1  | D  | Â  |
| Employee stock option (right to buy)          | 03/23/2012 <sup>(4)</sup>                                   | 03/23/2021      | Common Stock   | 8,000                      | \$ 18.84   | D  | Â  |
| Employee stock option (right to buy)          | 03/21/2013 <sup>(5)</sup>                                   | 03/21/2022      | Common Stock   | 7,300                      | \$ 30.92   | D  | Â  |
| Employee stock option (right to buy)          | 03/28/2014 <sup>(6)</sup>                                   | 03/28/2023      | Common Stock   | 7,000                      | \$ 34.24   | D  | Â  |
| Employee stock option (right to buy)          | 03/26/2015 <sup>(7)</sup>                                   | 03/26/2024      | Common Stock   | 6,000                      | \$ 45.08   | D  | Â  |

## Reporting Owners

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

## Signatures

Sheilagh Clarke 06/03/2014

\*\*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 2012-2013 long-term incentive period. The restricted stock units will vest on March 21, 2015 and are payable solely in shares of the Company's common stock.
- (2) Option granted on March 23, 2005 and became exercisable in three equal annual installments beginning March 23, 2006.
- (3) Option granted on March 23, 2010 and became exercisable in three equal annual installments beginning March 23, 2011.
- (4) Option granted on March 23, 2011 and became exercisable in three equal annual installments beginning March 23, 2012.
- (5) Option granted on March 21, 2012 and becomes exercisable in three equal annual installments beginning March 21, 2013.
- (6) Option granted on March 28, 2013 and becomes exercisable in three equal annual installments beginning March 28, 2014.

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(7) Option granted on March 26, 2014 and becomes exercisable in three equal annual installments beginning March 26, 2015.

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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