Edgar Filing: SCHWARTZ DAVID Y - Form 4

	ΓΖ DAVID Y										
Form 4 February 02	2 2010										
	OMB APPROVAL										
FOR	UNITED	E COMMISSION	OMB Number:	3235-0287							
if no lo subject Section Form 4 Form 5	to 16. or Filed pu	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,									
obligations may continue. See Instruction 1(b). 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	e Responses)										
	Address of Reporting TZ DAVID Y	Symbo	uer Name and Ticker or Trading δ1 Γ LOCKER INC [FL]	5. Relationship of Issuer	5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First)		e of Earliest Transaction	(Check	(Check all applicable)						
C/O FOOT	Г LOCKER, INC. ГН STREET	(Month	n/Day/Year)	X Director Officer (give t below)	Officer (give title Other (specify						
NEW YO	(Street) RK, NY 10120	4. If Ar Filed(M	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 								
				Person							
(City)	(State)	(Zip) Ta	able I - Non-Derivative Securities A	Acquired, Disposed of	, or Beneficiall	y Owned					
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) (Instr. 8) (A) or	 (A) 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)					
Phantom Stock Units	01/29/2010		A(1) 270 1169 A ^{\$}	20,600.9174	D						
Common Stock				22,848	D						

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

10% Owner Officer Other

SCHWARTZ DAVID Y C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for David Y. Schwartz

**Signature of Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Director

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- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Phantom stock units were accrued under the Foot Locker 2007 Stock Incentive Plan and are to be settled only in stock following the reporting person's termination of service as a director.

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.

02/01/2010 Date