FOOT LOCKER, INC.

Form 4

March 09, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address PETERS LAURE	of Reporting Person * EN B	2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER, INC. [FL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) (First)	First) (Middle)	3. Date of Earliest Transaction			
		(Month/Day/Year)	Director 10% Owner		
FOOT LOCKER, 34TH STREET	, INC., 330 WEST	03/08/2017	X Officer (give title Other (specify below)		
(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
NEW YORK,, N	Y 10001		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ransaction Date 2A. Deemed nth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired (A) Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price				5. Amount of 6. Ownership Beneficially Form: Dwned Direct (D) Following or Indirect Reported (I) Fransaction(s) (Instr. 4) Instr. 3 and 4)	
Common Stock	03/08/2017		M(1)	25,000	A	\$ 11.66	144,597	D	
Common Stock	03/08/2017		S <u>(1)</u>	25,000	D	\$ 77.5059 (2)	119,597	D	
Common Stock							1,788.286	I	401(k) Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to	\$ 11.66	03/08/2017		M <u>(1)</u>	25,000	03/26/2009(3)	03/26/2018	Common Stock	25,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PETERS LAUREN B FOOT LOCKER, INC. 330 WEST 34TH STREET NEW YORK,, NY 10001

EVP & Chief Financial Officer

03/09/2017

Signatures

buy)

Anthony D. Foti, Attorney-in-Fact for Lauren B.
Peters

**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) The stock option exercise and sale reported in this Form 4 was effected pursuant to a 10b5-1 trading plan, adopted by the person on December 16, 2016.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$77.50 to \$77.53, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- Option granted on March 26, 2008 and became exercisable in three equal annual installments, beginning March 26, 2009, 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.

Reporting Owners 2

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