#### TURPIN CHERYL N

Form 4

January 27, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

Expires:

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Form 5 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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* TURPIN CHERYL N

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Check all applicable)

(First) (Middle)

(Zip)

3. Date of Earliest Transaction

FOOT LOCKER INC [FL]

(Month/Day/Year) 01/26/2012

X\_ Director 10% Owner Officer (give title Other (specify below)

5. Relationship of Reporting Person(s) to

C/O FOOT LOCKER, INC., 112 WEST 34TH STREET

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10120

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of	2. Transaction Date	2A. Deemed	3. 4. Securities Acquired (A)		5. Amount of	6.	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if	Transaction Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	le (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
<b>C</b>			Code v	Amount	(D)				
Common	01/26/2012		M	3,357	A	\$	30,051	D	
Stock	01,20,2012			2,22,		14.89	20,021	_	
Dhantam									
Phantom			. (1)			\$			
Stock	01/27/2012		A <u>(1)</u>	211.7287	A	26.44	34,139.6481	D	
Units						20.44			

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

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#### 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)	4. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 14.89	01/26/2012	M	3,357	02/04/2003(2)	02/04/2012	Common Stock	3,357

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Topolong of the Fund of Fundament	Director	10% Owner	Officer	Other		
TURPIN CHERYL N C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120	X					

## **Signatures**

Sheilagh M. Clarke, Attorney-in-Fact for Cheryl Nido 01/27/2012 Turpin

\*\*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).
- Phantom stock units were accrued under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, and are to be settled only (1) in stock following the reporting person's termination of service as a director.
- (2) Option granted on February 4, 2002 and became exercisable in three equal annual installments, beginning on February 4, 2003.

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.

Reporting Owners 2