FOOT LOCKER, INC.

Form 4 July 05, 2016

FORM 4

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

OMB APPROVAL

Number: 3235-0287

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5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

Filed pursuant to Section 16(a) of the Securities Evolvence Act of 1024

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction 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 of Reporting Person *

YOUNG DONA D			Symbol Symbol				Iss	Issuer			
			FOOT LOCKER, INC. [FL]					(Check all applicable)			
(Last) (First) (Middle) C/O FOOT LOCKER, INC., 330 WEST 34TH STREET			3. Date of Earliest Transaction (Month/Day/Year) 07/01/2016				_	X_ Director 10% Owner Officer (give title below) Other (specify below)			
NEW YO		4. If Amendment, Date Original Filed(Month/Day/Year)				Ap _X	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)	Tal	ble I - Non	-Derivative Sec	uritie	s Acquire	ed, Disposed of, o	r Beneficially	Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if	3. Transaction Code (Instr. 8)	4. Securities A. on Disposed of (Disposed of (Instr. 3, 4 and Amount)	d (A) or	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	07/01/2016			A <u>(1)</u>	1,321.5458	A	\$ 54.86 (2)	56,850.4716	D		
Phantom Stock Units	07/01/2016			A(3)	34.3227	A	\$ 54.92 (4)	56,884.7943	D		
Common Stock								38,193	I	By trust	

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 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or Name land		
						Exercisable	Date		Number		
				C 1 1	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
VOLING DONA D							

YOUNG DONA D C/O FOOT LOCKER, INC. 330 WEST 34TH STREET NEW YORK,, NY 10001

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Dona D. Young 07/05/2016

**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 represent the stock (1) portion of the reporting person's 2016 annual retainer fee, which was deferred under the Plan. The phantom stock units are to be settled only in stock following the reporting person's termination of service as a director.
- (2) Value of consideration is equal to the closing price of a share of the Company's common stock on June 30, 2016.
- (3) Phantom stock units were accrued under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, and are to be settled only in stock following the reporting person's termination of service as a director.
- (4) Price is equal to the closing price of a share of the Company's common stock on July 1, 2016.

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.

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