

FOOT LOCKER, INC.

Form 4

March 24, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PETERS LAUREN B**

(Last) (First) (Middle)

**FOOT LOCKER, INC., 330 WEST  
34TH STREET**

(Street)

**NEW YORK, NY 10001**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**FOOT LOCKER, INC. [FL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/22/2017**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP &amp; Chief Financial Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/22/2017                              |                                                             | A <sup>(1)</sup>                     | 5,162 A \$ 0                                                               | 5,162                                                                                                              | D                                                                    |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                            | 1,788.286                                                                                                          | I                                                                    | 401(k)<br>Plan                                                    |

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

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SEC 1474  
(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 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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Option (right to buy)       | \$ 72.83                                               | 03/22/2017                           |                                                    | A                              | 32,093                                                                                  | 03/22/2018 <sup>(2)</sup> 03/22/2027                     | Common Stock 32,0                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships                                               |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------|
| PETERS LAUREN B<br>FOOT LOCKER, INC.<br>330 WEST 34TH STREET<br>NEW YORK,, NY 10001 | Director 10% Owner Officer<br>EVP & Chief Financial Officer |

## Signatures

Anthony D. Foti, Attorney-in-Fact for Lauren B. Peters 03/24/2017

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).

Represents performance-based restricted stock units earned for the 2015-16 long-term incentive period, as the performance conditions for (1) this performance period were met and certified as of March 22, 2017. The restricted stock units will vest on March 25, 2018 and are payable solely in shares of the Company's common stock.

(2) Option becomes exercisable in three equal annual installments, beginning March 22, 2018, 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.

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