

BAHLER GARY M  
Form 4  
March 19, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BAHLER GARY M**

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) (Middle)  
**FOOT LOCKER, INC., 112 WEST 34TH STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/16/2012**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**SVP, Gen. Counsel & Secretary**

**NEW YORK, NY 10120**

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

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

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)			
			Code	V	Amount	(D)	Price			
Common Stock	03/16/2012		M		25,000	A	\$ 11.66	147,888	D	
Common Stock	03/16/2012		M		20,000	A	\$ 23.42	167,888	D	
Common Stock	03/16/2012		S		45,000	D	\$ 30.1714	122,888	D	
Common Stock								2,640.677	I	401(k) Plan

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



## Edgar Filing: BAHLER GARY M - Form 4

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$30.10 to \$30.34, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the 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.

- (2) Option granted on March 26, 2008 and became exercisable in three equal annual installments, beginning March 26, 2009.
- (3) Option granted on March 28, 2007 and became exercisable in three equal annual installments, beginning March 28, 2008.

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.