

FOOT LOCKER INC
Form 3
June 03, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Clarke Sheilagh</p> <p>(Last) (First) (Middle)</p> <p>C/O FOOT LOCKER, INC., 112 WEST 34TH STREET</p> <p>(Street)</p> <p>NEW YORK, NY 10120</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/01/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FOOT LOCKER INC [FL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Gen. Counsel & Secretary</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 19,670 | D | ^ |
| Common Stock | 2,659 ⁽¹⁾ | D | ^ |
| Common Stock | 1,665.122 | I | 401(k) Plan |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: FOOT LOCKER INC - Form 3

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|-----------------|--|----------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee stock option (right to buy) | 03/23/2006 ⁽²⁾ | 03/23/2015 | Common Stock | 1,500 | \$ 28.155 | D | Â |
| Employee stock option (right to buy) | 03/23/2011 ⁽³⁾ | 03/23/2020 | Common Stock | 4,000 | \$ 15.1 | D | Â |
| Employee stock option (right to buy) | 03/23/2012 ⁽⁴⁾ | 03/23/2021 | Common Stock | 8,000 | \$ 18.84 | D | Â |
| Employee stock option (right to buy) | 03/21/2013 ⁽⁵⁾ | 03/21/2022 | Common Stock | 7,300 | \$ 30.92 | D | Â |
| Employee stock option (right to buy) | 03/28/2014 ⁽⁶⁾ | 03/28/2023 | Common Stock | 7,000 | \$ 34.24 | D | Â |
| Employee stock option (right to buy) | 03/26/2015 ⁽⁷⁾ | 03/26/2024 | Common Stock | 6,000 | \$ 45.08 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Clarke Sheilagh C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120 | Â | Â | Â SVP, Gen. Counsel & Secretary | Â |

Signatures

Sheilagh Clarke 06/03/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents performance-based restricted stock units earned for the 2012-2013 long-term incentive period. The restricted stock units will vest on March 21, 2015 and are payable solely in shares of the Company's common stock.
- (2) Option granted on March 23, 2005 and became exercisable in three equal annual installments beginning March 23, 2006.
- (3) Option granted on March 23, 2010 and became exercisable in three equal annual installments beginning March 23, 2011.
- (4) Option granted on March 23, 2011 and became exercisable in three equal annual installments beginning March 23, 2012.
- (5) Option granted on March 21, 2012 and becomes exercisable in three equal annual installments beginning March 21, 2013.
- (6) Option granted on March 28, 2013 and becomes exercisable in three equal annual installments beginning March 28, 2014.

Edgar Filing: FOOT LOCKER INC - Form 3

(7) Option granted on March 26, 2014 and becomes exercisable in three equal annual installments beginning March 26, 2015.

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.