

FELDMAN ALAN D
Form 4
April 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
FELDMAN ALAN D

(Last) (First) (Middle)

MIDAS, INC., 1300 ARLINGTON HEIGHTS ROAD

(Street)

ITASCA, IL 60143

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2012

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)

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 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	(A) or (D)	Price
Phantom Stock Units	04/02/2012		A ⁽¹⁾		542.2558	A	\$ 31.12 ⁽²⁾
Common Stock					45,662	D	

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDMAN ALAN D MIDAS, INC. 1300 ARLINGTON HEIGHTS ROAD ITASCA, IL 60143		X		

Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Alan D. Feldman 04/02/2012

__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 2007 Foot Locker Stock Incentive Plan, as amended and restated, and represent the reporting person's quarterly cash retainer fee that was deferred under the Plan for 2012. The phantom stock units are to be settled only in stock following the reporting person's termination of service as a director.
- (2) Price is equal to the closing price of a share of the Company's common stock on April 2, 2012.
- 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. 02/11/2013⁽⁴⁾02/11/2018 Common Stock 7,000 7,000 D 2010 Stock Appreciation Rights \$ 103.79 02/16/201202/16/2017 Common Stock 13,000 13,000 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Crumpacker Mark
1401 WYNKOOP STREET, SUITE 500
DENVER, CO 80202

Chief Marketing Officer

Signatures

/s/ Mark

Crumpacker

06/10/2013

**Signature of
Reporting Person

Date

Explanation of Responses:

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 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The 2013 Stock Appreciation Rights - Development being reported hereby are scheduled to vest in equal amounts on the second and third anniversaries of the grant date, subject to possible acceleration of vesting.
 - (2) The 2013 Stock Appreciation Rights are scheduled to vest in equal installments on February 7, 2015 and February 7, 2016, subject to possible acceleration of vesting.
 - (3) The 2012 Stock Appreciation Rights are scheduled to vest in equal installments on February 6, 2014 and February 6, 2015, subject to possible acceleration of vesting.
 - (4) 3,500 of the 2011 Stock Appreciation Rights remain unvested as of the date hereof, and are scheduled to vest on February 11, 2014, subject to possible acceleration of vesting.

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