

Johnson Richard A
 Form 4
 February 21, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Johnson Richard A

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., 330 WEST 34TH STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/19/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

NEW YORK, NY 10001

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 02/19/2019 | | M ⁽¹⁾ | A | \$ 15.1 271,597 ⁽²⁾ | D | |
| Common Stock | 02/19/2019 | | S ⁽¹⁾ | D | \$ 60.0051 265,197 ⁽³⁾ | D | |
| Common Stock | 02/20/2019 | | M ⁽¹⁾ | A | \$ 15.1 338,797 | D | |
| Common Stock | 02/20/2019 | | S ⁽¹⁾ | D | \$ 60.0075 265,197 ⁽⁴⁾ | D | |
| | | | | | 25,123 | D | |

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Common
Stock

Common
Stock

4,274.0664 I

401(k)
Plan

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

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 15.1 | 02/19/2019 | | M ⁽¹⁾ | 6,400 | 03/23/2011 ⁽⁵⁾ 03/23/2020 | Common Stock | 80,000 |
| Employee Stock Option (right to buy) | \$ 15.1 | 02/20/2019 | | M ⁽¹⁾ | 73,600 | 03/23/2011 ⁽⁵⁾ 03/23/2020 | Common Stock | 73,600 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Richard A FOOT LOCKER, INC. 330 WEST 34TH STREET NEW YORK, NY 10001 | X | | President & CEO | |

Signatures

Anthony D. Foti, Attorney-in-Fact for Richard A.
Johnson

02/21/2019

__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).
- (1) The stock option exercise and sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 17, 2018.
- (2) Includes 421 shares previously acquired through the Employees Stock Purchase Plan.
The stock price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.02, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the U.S. 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.
- (3) The stock price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$60.00 to \$60.0246, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the U.S. 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.
- (4) Option granted on March 23, 2010 and became exercisable in three equal annual installments, beginning March 23, 2011, which is the first anniversary of the date of grant.
- (5)

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.