Talwar Vijay
Form 3
February 13, 2019

FORM 3

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
Â Talwar Vijay
(Last) (First) (Middle)

C/O FOOT LOCKER, INC.,Â 330 WEST 34TH STREET
(Street)

NEW YORK,,Â NYÂ 10001
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/03/2019

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
EVP & CEO, EMEA

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

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

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	1,151	D	Â
Common Stock	4,083 (1)	D	Â
Common Stock	3,350 (2)	D	Â
Common Stock	433.9724	I	401(k) Plan

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

SEC 1473 (7-02)

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

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)	09/23/2017 (3)	09/23/2026	Common Stock	18,166	$ 67.07	D	Â
Employee Stock Option (right to buy)	03/22/2018 (4)	03/22/2027	Common Stock	19,256	$ 72.83	D	Â
Employee Stock Option (right to buy)	03/28/2019 (5)	03/28/2028	Common Stock	12,146	$ 44.78	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Talwar Vijay C/O FOOT LOCKER, INC. 330 WEST 34TH STREET NEW YORK,,Â NYÂ 10001	Â	Â	Â EVP & CEO, EMEA	Â

Signatures

Anthony D. Foti, Attorney-in-Fact for Vijay Talwar	02/13/2019
**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) Restricted Stock Unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest on March 24, 2021, subject to the reporting person's employment through the vesting date.

(2) Restricted Stock Unit award under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, which will vest on March 28, 2021, subject to the reporting person's employment through the vesting date.

(3) Option granted on September 23, 2016 and became exercisable in three equal annual installments, beginning September 23, 2017.

(4) Option granted on March 22, 2017 and became exercisable in three equal annual installments, beginning March 22, 2018.

(5) Option granted on March 28, 2018 and becomes exercisable in three equal annual installments, beginning March 28, 2019.

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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