

FOOT LOCKER INC  
Form 8-K  
May 27, 2008

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

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 21, 2008

**Foot Locker, Inc.**

(Exact Name of Registrant as Specified in its Charter)

<b>New York</b> (State or other Jurisdiction of Incorporation)	<b>1-10299</b> (Commission File Number)	<b>13-3513936</b> (I.R.S. Employer Identification No.)
<b>112 West 34<sup>th</sup> Street, New York, New York</b> (Address of Principal Executive Offices)		<b>10120</b> (Zip Code)

Registrant's telephone number, including area code: **212-720-3700**

**Former Name/Address**

(Former name or former address, if changed from last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))

- [ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) At the annual shareholders' meeting of Foot Locker, Inc. (the "Company") held on May 21, 2008, shareholders approved the Annual Incentive Compensation Plan, as Amended and Restated (the "Plan"). A summary of the terms and conditions of the Plan may be found on Pages 57 - 58 of the Company's definitive proxy statement in connection with the 2008 annual meeting of shareholders (the "2008 Proxy Statement"), which was filed with the Securities and Exchange Commission ("SEC") on April 10, 2008, and such summary is incorporated herein by reference. A copy of the Plan was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K dated March 26, 2008, which was filed with the SEC on April 1, 2008 and is incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**FOOT LOCKER, INC.**  
(Registrant)

Date: May 27, 2008

By: /s/ Gary M. Bahler  
*Senior Vice President, General Counsel and  
Secretary*