FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL									
OMB Number:	3235-0287								
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	Check this box if no longer subjec
	to Section 16. Form 4 or Form 5
\cup	obligations may continue. See
	Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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Name and Address of Reporting Person* Nicosia Darlene					2. Issuer Name and Ticker or Trading Symbol FOOT LOCKER, INC. [FL]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
NICOSIA Darielle				2 3 3 1 2 3 3 1 1									X	Direc	tor		10% O	wner	
(Last)	(First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 07/28/2023										Office belov	cer (give title ow)		Other (s	specify	
C/O FOOT LOCKER, INC.					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
330 WEST 34TH STREET			4. II Americanent, Date of Original Flied (Month/Day/Teal)								· .	Line)							
550 WEST STILL STREET														X Form filed by One Reporting Person					
(Street) NEW YORK NY 10001													Form Perso	n filed by Mo on	re tha	an One Rep	orting		
INEW IC	JKIK IV	1 1	10001		Dulo 10hE 1(a) Transaction Indication							ion							
,					Rule 10b5-1(c) Transaction Indication														
(City) (State) (Zip)					Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.													ended to	
					<u> </u>														
		Table	I - No	on-Deriva	tive S	ecui	ities	Acc	quired,	Dis	posed of	, or I	Benefi	ciall	y Owr	ned			
1. Title of	Security (Ins	str. 3)		2. Transacti	on 2A. Deemed				3. 4. Securities Acquired (A)					S, 4 and Securities Beneficially Owned Following		6. Ownership		7. Nature	
	, ,	•		Date (Month/Day/	Year) Execution Date, if any (Month/Day/Year)			Transaction Code (Instr. 3 5) Disposed Of (D) (Instr. 3 5)			nstr. 3, 4		Form: Direct (D) or			of Indirect Beneficial			
				(monthibuy)								d Following Ìnd				ect (I)	Ownership		
									Ī.,		(A)	or	Duine T		Reported Transaction(s) (Instr. 3 and 4)		r. 4)	(Instr. 4)	
									Code	٧	Amount	(D)					Pric		
Phantom Stock Units 07/28/20)23				A ⁽¹⁾		162.5403	B A	\$2	6.27	12,7	762.3694		D	
Common Stock															7,181			D	
		Tak	ole II	- Derivati	ve Sec	urit	ies A	/car	ired. C	Disn	osed of.	or B	enefic	iallv	Owne	.d			
											convertib					-			
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Derivative		3. Transaction Date (Month/Day/Year)	Exec if any	3A. Deemed Execution Date, if any (Month/Day/Year)		ction nstr.						7. Title and Amount of Securities Underlying Derivative		De	Price of rivative curity str. 5)	9. Number derivative Securities Beneficiall Owned	y	10. Ownership Form: Direct (D) or Indirect	Beneficial Ownership
	Security					Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Sec					4)		Following Reported Transactio (Instr. 4)	-	(I) (Instr. 4)		
								Т					Amoun	_					
													or						
					Code	v	(A)	(D)	Date Exercis	able	Expiration Date	Title	Numbe of Shares						

Explanation of Responses:

1. Phantom Stock Units were made in payment of the quarterly cash dividend. They were accrued under the Foot Locker 2007 Stock Incentive Plan, as amended and restated, and are to be settled only in stock following the reporting person's termination of service as a director.

Anthony D. Foti, Attorney-in-Fact for Darlene Nicosia

** Signature of Reporting Person

08/01/2023

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.