

FOOT LOCKER INC
Form 11-K
June 20, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

or

.. TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 1-10299

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Foot Locker 401(k) Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

Foot Locker, Inc.
112 West 34th Street
New York, N.Y. 10120

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* Schedules required by Form 5500, which are not applicable, have been omitted.

Report of Independent Registered Public Accounting Firm

Foot Locker 401(k) Plan Administrator:

We have audited the accompanying statements of net assets available for benefits of the Foot Locker 401(k) Plan (the "Plan") as of December 31, 2010 and 2009, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010 and 2009, and the changes in net assets available for benefits for the years then ended in conformity with U.S. generally accepted accounting principles.

Our audits were made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2010 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ KPMG LLP

New York, New York
June 20, 2011

Foot Locker 401(k) Plan

Statements of Net Assets Available for Benefits
December 31, 2010 and 2009

| | 2010 | 2009 |
|--|----------------------|---------------------|
| Assets: | | |
| Investments, at fair value | \$116,244,310 | \$91,245,849 |
| Cash | 16,965 | 126,602 |
| | 116,261,275 | 91,372,451 |
| Loans receivable from participants | | |
| | 3,942,131 | 2,964,253 |
| Receivables: | | |
| Participant contributions | 460,396 | 273,419 |
| Employer contribution | 2,249,544 | 2,410,149 |
| Other | - | 31,594 |
| Total assets | 122,913,346 | 97,051,866 |
| Liabilities: | | |
| Excess contributions payable to participants | - | 62,550 |
| Net assets available for benefits | \$122,913,346 | \$96,989,316 |

See accompanying notes to financial statements.

Foot Locker 401(k) Plan

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2010 and 2009

| | 2010 | 2009 |
|---|---------------|--------------|
| Additions to net assets attributed to: | | |
| Investment income: | | |
| Net appreciation of investments | \$19,656,635 | \$19,441,952 |
| Dividends | 1,280,644 | 558,142 |
| Total investment income | 20,937,279 | 20,000,094 |
| Interest on participant loans receivable | 138,328 | 138,028 |
| Contributions: | | |
| Participant | 13,799,552 | 14,566,713 |
| Employer | 2,249,544 | 2,410,149 |
| Total contributions | 16,049,096 | 16,976,862 |
| Total additions | 37,124,703 | 37,114,984 |
| Deductions from net assets attributed to: | | |
| Benefits paid to participants | 10,573,736 | 6,183,747 |
| Administrative fees | 626,937 | 507,287 |
| Total deductions | 11,200,673 | 6,691,034 |
| Net increase | 25,924,030 | 30,423,950 |
| Net assets available for benefits: | | |
| Beginning of year | 96,989,316 | 66,565,366 |
| End of year | \$122,913,346 | \$96,989,316 |

See accompanying notes to financial statements.

Foot Locker 401(k) Plan

Notes to Financial Statements
December 31, 2010 and 2009

(1) Description of Plan

The following description of the Foot Locker 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

(a) General

The Plan is a defined contribution plan covering generally all U.S. employees of Foot Locker, Inc, ("the Company") and its affiliates that adopt the Plan, with the exception of the employees whose primary place of employment is in Puerto Rico. Eligible employees are those who have attained age twenty-one and completed one year of service consisting of at least 1,000 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan became effective as of January 1, 1996.

(b) Contributions

The Plan provides for automatic revocable enrollment in the Plan at a contribution rate of 3% of pre-tax annual compensation for participants who meet the eligibility requirements. The initial automatic enrollment percentage automatically increases each year in 1% increments up to a maximum of 5%. The maximum allowable salary reduction contribution by a participant is 40% of pre-tax annual compensation, as defined in the Plan document. Participants may elect to change their contribution rate and salary reduction agreement as often as daily. In accordance with the Tax Reform Act of 1986, the maximum amount that a participant may contribute under the Plan is \$16,500 for both 2010 and 2009. Participants may also roll over certain amounts representing distributions from other qualified retirement plans prior to becoming eligible to participate in the Plan. However, additional contributions cannot be made until the completion of one year of service consisting of at least 1,000 hours. For any participant who (i) has completed 1,000 hours of service during the Plan year and is actively employed by the Company on the last day of the Plan year or (ii) during the Plan year, has died, has become disabled or retired on or after normal retirement age, the Company also contributes 25% of such participant's pre-tax contributions to the Plan up to the first 4% of the participant's compensation earned during the Plan year. Matching contributions, at the Company's option, are made either in shares of the Company's common stock ("Foot Locker Shares") or in cash to be invested in Foot Locker Shares. Effective January 1, 2007, participants that are invested in the Foot Locker Stock Fund can diversify their matching contributions into any of the other investment options available under the Plan at any time. Matching contributions for 2010 and 2009 were made entirely in Foot Locker Shares and were recorded at fair market value on the date of the Plan's year-end. Additional contributions may be made at the discretion of the Company and are subject to certain limitations. No additional contributions were made for 2010 and 2009. Participants who have attained the age of 50 may make catch-up contributions of up to \$5,500 in 2010 and 2009, as defined by the Plan. These contributions are not eligible for matching contributions by the Company. In March 2010, the Plan reimbursed \$62,550 to certain participants for excess amounts contributed to the Plan during 2009. There were no excess contributions to the Plan during 2010.

(c) Participant Accounts

Each participant's account is credited with (a) the participant's contributions and allocations of the Company's matching contribution and (b) Plan net earnings, and reduced by (c) Plan net losses (including maintenance fees paid by the participant) and (d) loan initiation fees, when applicable. Allocations are based on participant's salary deferrals

or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

(d)

Vesting

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching contributions and earnings thereon is over a five-year period; a participant vests 20% per year beginning after the first year of vesting service and is fully vested after five years of vesting service, as defined in the Plan document.

Foot Locker 401(k) Plan

Notes to Financial Statements
December 31, 2010 and 2009

(1), Continued

(e) Investment Options

Effective February 1, 2010, Mercer HR Services LLC ("Mercer") replaced Ascensus Inc. as the record keeper and Mercer Trust Company replaced MG Trust as the trustee for the Plan. In addition, Russell Investment Group ("Russell") no longer provides investment management services for the Plan. As a result, all of the assets that were held in the Russell managed portfolios were liquidated and transferred to the following investment options on February 1, 2010:

- Northern Trust Focus Funds (age-based)
 - Baron Small Cap Growth Fund
 - Mainstay Large Cap Growth Fund
 - Artio International Equity II Fund
- Northern Trust Collective S&P 500 Index Fund
- Goldman Sachs Small Cap Value Fund
 - Loomis Sayles Value Fund
 - PIMCO Total Return Fund
 - Wells Fargo Stable Return Fund

Upon transition to Mercer, the Foot Locker Stock Fund is measured using a different valuation method. Previously, this fund was valued in units, as it held cash in addition to Foot Locker Shares. The unit value was calculated nightly based on the value of the stock and cash holdings within the fund. Effective February 1, 2010, investments in the Foot Locker Stock Fund are held only in Foot Locker Shares. As such, the value of this fund will be determined by the number of shares held by the fund, multiplied by the closing price of Foot Locker common stock on the measurement date. This change does not affect the overall value of the investment in the Foot Locker Stock Fund.

Participant account balances and elections for future contributions were mapped from the funds in which they were invested to the new funds as follows:

| Previous Fund | New Fund |
|--|----------------------------------|
| Russell Global Balanced Fund (balances transferred to appropriate age-based fund, based on participants' date of birth and target retirement date) | Northern Trust 2055 Focus Fund |
| | Northern Trust 2050 Focus Fund |
| | Northern Trust 2045 Focus Fund |
| | Northern Trust 2040 Focus Fund |
| | Northern Trust 2035 Focus Fund |
| | Northern Trust 2025 Focus Fund |
| | Northern Trust 2020 Focus Fund |
| | Northern Trust 2015 Focus Fund |
| | Northern Trust 2010 Focus Fund |
| | Northern Trust Income Focus Fund |

| | |
|------------------------|--|
| Russell Equity II Fund | 50% Baron Small Cap Fund |
| | 50% Goldman Sachs Small Cap Value Fund |

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| | |
|--|--|
| Russell Equity I Fund | 50% Mainstay Large Cap Growth Fund |
| FL Large Cap Structured Equity Portfolio | 50% Loomis Sayles Value Fund |
| FL All International Markets Portfolio | Artio International Equity II Fund |
| FL Russell 1000 Index Portfolio | Northern Trust Collective S&P 500 Index Fund |
| FL Fixed Income I Portfolio | PIMCO Total Return Fund |
| RTC Investment Contract Fund | Wells Fargo Stable Return Fund |
| Foot Locker Stock Fund | Foot Locker Stock Fund |

Foot Locker 401(k) Plan

Notes to Financial Statements
December 31, 2010 and 2009

(1), Continued

Participants may change their investment options daily. Participants may elect to allocate up to 25% of their contributions to Foot Locker, Inc. stock. In addition, each participant could direct his or her contributions to the following funds in 1% increments:

Northern Trust Focus Funds (age based)— Each Northern Trust Focus Fund invests in an array of underlying Northern Trust Funds, allowing the Participant to invest in a mix of stocks, bonds, and capital preservation investments. Some of the underlying funds held by the Northern Trust Focus Funds invest in international securities, which involve risks such as currency fluctuations and economic and political instability.

Baron Small Cap Fund – The fund seeks capital appreciation through long-term investments primarily in securities of small-sized growth companies. The fund intends that at least 80% of the fund's total assets are invested in the securities of small-sized growth companies. A small-sized growth company is defined as one having a market capitalization of under \$2.5 billion at the time of purchase. The fund seeks to purchase securities that the advisor expects could increase in value 50% within two years.

Mainstay Large Cap Growth Fund – The fund's objective is to seek long-term growth of capital. The fund normally invests at least 80% of its assets in companies with market capitalization in excess of \$4.0 billion at time of purchase.

Artio International Equity II Fund – The fund seeks long-term growth of capital. The fund intends to invest 80% of its assets in international equities. The fund may at times invest at least 65% of its total assets in no fewer than three different countries outside the U.S. It invests up to 35% of its total assets in emerging market securities.

Northern Trust Collective S&P 500 Index Fund – The investment seeks to approximate the risk and return characteristics of the S&P 500 Index. This Index is commonly used to represent the large-cap segment of the U.S. equity market.

Goldman Sachs Small Cap Value Fund – The fund seeks long-term capital appreciation by investing, under normal circumstances, at least 80% of its assets in a diversified portfolio of equity investments in small-cap issuers with public stock market capitalizations within the range of the market capitalization of companies constituting the Russell 2000 Value Index. The fund invests in small and/or midsize companies.

Loomis Sayles Value Fund – The investment seeks long-term growth of capital and income. The fund primarily invests in equity securities of medium-sized and large-sized companies. It may invest in common stocks, convertible securities, and warrants.

PIMCO Total Return Fund – The fund seeks maximum total return consistent with preservation of capital and prudent investment management. Investments are made primarily in a diversified portfolio of investment-grade, fixed-income securities of varying maturities, and can include U.S. Government and corporate bond securities, mortgage and other asset backed securities, U.S. dollar and non U.S. dollar denominated securities of non U.S. issuers, and money market instruments.

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Wells Fargo Stable Return Fund – The investment seeks safety of principal and consistency of returns with minimal volatility. The fund is for conservative investors seeking more income than money market funds and an expectation of less price fluctuation of stock or bond funds. The fund intends to be fully invested in book value investment instruments and employs a broad diversification among contract issuers and underlying securities. The fund’s returns will fluctuate with interest rates and market conditions.

Foot Locker Stock Fund - Participant’s assets are invested in Foot Locker Shares. Foot Locker Shares may be obtained by the Trustee directly from the Company out of its authorized but unissued shares of common stock or out of its treasury shares, or on the open market.

Foot Locker 401(k) Plan

Notes to Financial Statements
December 31, 2010 and 2009

(1), Continued

(f) Loans Receivable from Participants

Participants may borrow from their fund accounts once each year a minimum of \$1,000, up to a maximum equal to the lesser of \$50,000 or 50% of their total vested account balance (excluding matching contributions). At any time only one loan may be outstanding per participant. Loan transactions are treated as transfers between the investment funds and the participant loans fund. Loan terms range up to 5 years, or up to 15 years for the purchase of a primary residence. The loans bear a rate of interest equal to the prime rate on the date of the loan distribution. Principal and interest is generally paid ratably through regular payroll deductions. Loans receivable from participants totaling \$3,942,131 and \$2,964,253 were outstanding at December 31, 2010 and 2009, respectively, bearing interest rates ranging from 3.25% to 8.25% at each year-end.

(g) Payment of Benefits

Participants are eligible for a distribution upon termination of service, death, disability or retirement. A participant will receive a lump-sum amount equal to the fair market value of the participant's vested interest in his or her account. A participant may elect to have any investment in the Foot Locker Stock Fund distributed in either cash or Foot Locker Shares.

Participants are eligible for a distribution due to financial hardship under certain conditions in accordance with the Plan document. The amount of a hardship withdrawal may not exceed the cost associated with the financial hardship in addition to any mandatory federal income tax withholding, state and local income taxes or penalties incurred.

(h) Administrative Fees

Included in administrative fees are amounts paid by participants for processing loans, administrative fees paid using forfeitures and investment management fees. To the extent expenses of administering the Plan are not paid by the Plan, the expenses are paid by the Company and therefore are not included in the accompanying financial statements.

(i) Forfeitures

Forfeitures are used to pay for administrative expenses of the Plan and then to reduce future matching contributions. Administrative expenses paid from forfeited non-vested accounts amounted to \$65,855 and \$255,504 in 2010 and 2009, respectively. At December 31, 2010 and 2009, forfeited non-vested accounts totaled \$553,131 and \$331,558, respectively.

(2) Summary of Accounting Principles

(a) Basis of Accounting

The financial statements of the Plan are prepared using the accrual method of accounting.

(b) Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates and assumptions.

(c) Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Investments in commingled funds are valued at the net asset value of units held by the Plan at year-end. Foot Locker Shares are valued at the quoted market price. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date.

(d) Loans Receivable from Participants

Loans receivable from participants are carried at their outstanding cost balances. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

Foot Locker 401(k) Plan

Notes to Financial Statements
December 31, 2010 and 2009

(2), Continued

(e) Payment of Benefits

Benefits are recorded when paid.

(f) Recent Accounting Pronouncements Not Previously Discussed Herein

In January 2010, the FASB issued ASC Update 2010-06, Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements. This guidance requires: (i) separate disclosure of significant transfers between Level 1 and Level 2 and reasons for the transfers; (ii) disclosure, on a gross basis, of purchases, sales, issuances, and net settlements within Level 3; (iii) disclosures by class of assets and liabilities; and (iv) a description of the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This guidance is effective for reporting periods beginning after December 15, 2009, except for the Level 3 disclosure requirements, which is delayed until 2011. The adoption of this guidance is not expected to have a material effect on the Plan's future financial statements.

In September 2010, the FASB issued Accounting Standards Update 2010-25, Reporting Loans to Participants by Defined Contribution Pension Plans (ASU 2010-25). ASU 2010-25 requires participant loans to be measured at their unpaid principal and to be classified as loans receivable from participants. Previously, loans were classified as investments. Participant loans have been reclassified to loans receivable from participants as of December 31, 2010.

Other recent accounting pronouncements issued by the FASB and the SEC did not, or are not believed by management to, have a material effect on the Plan's present or future financial statements.

(3) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and/or to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

(4) Tax Status

The Internal Revenue Service, the primary tax oversight body of the Plan, generally has the ability to examine the Plan activity for up to three prior years. On January 22, 2009, the Company received a favorable determination letter from the Internal Revenue Service with respect to the qualification of the Plan dated January 31, 2007. During 2010, the Internal Revenue Service finalized their examination of the Plan for the years ended December 31, 2005, 2006, and 2007 without identifying matters that significantly affected the fund reporting or tax status of the Plan. The Company believes that the Plan currently is designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code. During 2010 and 2009, certain operational errors were identified that either have been corrected or are being researched and will be corrected as necessary. These items, both individually and in the aggregate, are not significant to the Plan's net assets and financial condition as of and for the years ended December 31, 2010 and 2009.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

(5) Risks and Uncertainties

The Plan offers a number of investment options including participant investments in Foot Locker Shares. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across all participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments, with the exception of the Foot Locker Stock Fund, which invests in the securities of a single issuer.

Foot Locker 401(k) Plan

Notes to Financial Statements
December 31, 2010 and 2009

(5),Continued

The Plan's investments include commingled funds that may directly or indirectly invest in securities with contractual cash flows, such as asset backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by sub prime mortgage loans. The value, liquidity and related income of these securities is sensitive to changes in economic conditions, including real estate value, delinquencies of defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

(6) Investments

The following investments represent five percent or more of the Plan's net assets at December 31, 2010 and 2009:

| | 2010 |
|---|---------------|
| Northern Trust Collective S&P 500 Index Fund – 65,029 units | \$ 10,068,155 |
| Artio International Equity II Fund – 710,842 units | \$ 8,857,095 |
| Mainstay Large Cap Growth Fund – 1,095,584 units | \$ 7,932,030 |
| Loomis Sayles Value Fund – 385,533 units | \$ 7,174,769 |
| Northern Trust Focus 2050 Fund Tier N – 67,977 units | \$ 7,991,499 |
| Northern Trust Focus 2045 Fund Tier N – 89,719 units | \$ 10,546,236 |
| Northern Trust Focus 2040 Fund Tier N – 52,898 units | \$ 6,219,960 |
| Wells Fargo Stable Return Fund C – 215,101 units | \$ 10,146,297 |
| Foot Locker Stock Fund – 1,147,470 shares | \$ 22,513,356 |

| | 2009 |
|---|---------------|
| Russell Investment Contract Fund – 594,307 units | \$ 9,487,517 |
| Custom Funds FL Global Balanced Portfolio – 3,246,468 units | \$ 30,955,140 |
| Custom Funds FL Large Cap Structured Equity Portfolio – 807,872 units | \$ 6,220,619 |
| Custom Funds FL Russell 1000 Portfolio – 1,155,273 units | \$ 9,484,796 |
| Russell Equity I Fund – 688,497 units | \$ 7,105,290 |
| Custom Funds FL All International Markets Portfolio – 1,045,407 units | \$ 8,760,513 |
| Foot Locker Stock Fund – 978,370 units | \$ 11,530,621 |

The Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$19,656,635 in 2010 and by \$19,441,952 in 2009, as follows:

| | 2010 | 2009 |
|------------------|---------------|---------------|
| Commingled funds | \$ 9,597,331 | \$ 15,574,293 |
| Common stock | 10,059,304 | 3,867,659 |
| | \$ 19,656,635 | \$ 19,441,952 |

(7) Fair Value Measurements

The Plan categorizes its financial assets into a three-level fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure fair value fall within different levels of the hierarchy, the category level is based on the lowest priority level input that is significant to the fair value measurement of the instrument. Fair value is determined based upon the exit price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants exclusive of any transaction costs.

Foot Locker 401(k) Plan

Notes to Financial Statements
December 31, 2010 and 2009

(7), Continued

The Plan's financial assets recorded at fair value are categorized as follows:

- Level 1 – Quoted prices for identical instruments in active markets.
 Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.
 Level 3 – Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. There were no changes in methodologies used at December 31, 2010 and 2009.

The following tables provide a summary, by level, of the Plan's financial assets that are measured at fair value on a recurring basis:

| Description | Fair Value Measurements at 12/31/10 | | | |
|---|-------------------------------------|---------------|---------|----------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Commingled funds: | | | | |
| Balanced funds | \$ - | \$ 39,322,439 | \$ - | \$ 39,322,439 |
| Stable value / capital preservation investment contract | - | 10,146,297 | - | 10,146,297 |
| U.S. equity large cap structured funds | - | 15,106,799 | - | 15,106,799 |
| U.S. equity large cap blend fund (S&P 500 Index) | - | 10,068,155 | - | 10,068,155 |
| U.S. equity small cap growth | - | 6,095,092 | - | 6,095,092 |
| U.S. equity income fund | - | 4,135,077 | - | 4,135,077 |
| International equity funds | - | 8,857,095 | - | 8,857,095 |
| Foot Locker Shares | 22,513,356 | - | - | 22,513,356 |
| | \$ 22,513,356 | \$ 93,730,954 | - | \$ 116,244,310 |

| Description | Fair Value Measurements at 12/31/09 | | | |
|--|-------------------------------------|--------------|---------|--------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Commingled funds: | | | | |
| Synthetic investment contracts | \$ - | \$ 9,487,517 | \$ - | \$ 9,487,517 |
| Fixed income funds | - | 3,143,445 | - | 3,143,445 |
| Balanced funds | - | 30,955,140 | - | 30,955,140 |
| U.S. equity - large cap structured funds | - | 6,220,619 | - | 6,220,619 |

| | | | | |
|--|---------------|---------------|------|---------------|
| Index funds (Russell 1000 stock index) | - | 9,484,796 | - | 9,484,796 |
| U.S. equity - large cap funds | - | 7,105,290 | - | 7,105,290 |
| U.S. equity – small cap funds | - | 4,557,908 | - | 4,557,908 |
| International equity funds | - | 8,760,513 | - | 8,760,513 |
| Foot Locker Shares | 11,530,621 | - | - | 11,530,621 |
| | \$ 11,530,621 | \$ 79,715,228 | \$ - | \$ 91,245,849 |

(8) Related Party Transactions

The Plan allows for transactions with certain parties who may perform services or have fiduciary responsibilities to the Plan, including the Company. Certain Plan investments are shares of various commingled funds which were managed by Russell during 2009 and January 2010 and then by Mercer for the remainder of 2010. In addition, Northern Trust serves as the custodian for certain funds. The Plan invests in common stock of the Company and issues loans to participants. The Cash Management Trust primarily consists of a cash account that is used to facilitate the Trustee in purchasing shares of Foot Locker Shares. These transactions qualify as party-in-interest transactions.

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Foot Locker 401(k) Plan

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
as of December 31, 2010

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value | (d) | (e) |
|-----|--|---|---|----------------|
| | | | Cost** | Current value |
| | Commingled Funds: | | | |
| | Artio | Artio International Equity II | 710,842 units | — \$ 8,857,095 |
| * | Northern Trust | Northern Trust Collective S&P 500 Index Fund | 65,029 units | — 10,068,155 |
| | Goldman Sachs | Goldman Sachs Small Cap Value | 76,707 units | — 3,175,686 |
| | Loomis | Loomis Sayles Value Fund | 385,533 units | — 7,174,769 |
| | Baron | Baron Small Cap Fund | 122,253 units | — 2,919,406 |
| | Mainstsy | Mainstay Large Cap Growth Fund | 1,095,584 units | — 7,932,030 |
| | PIMCO | PIMCO Total Return Fund | 381,113 units | — 4,135,077 |
| * | Northern Trust | Northern Trust Focus Income Fund | 988 units | — 108,198 |
| * | Northern Trust | Northern Trust Focus 2010 Fund | 2,888 units | — 323,324 |
| * | Northern Trust | Northern Trust Focus 2015 Fund | 8,563 units | — 967,098 |
| * | Northern Trust | Northern Trust Focus 2020 Fund | 17,095 units | — 1,952,901 |
| * | Northern Trust | Northern Trust Focus 2025 Fund | 27,545 units | — 3,176,870 |
| * | Northern Trust | Northern Trust Focus 2030 Fund | 26,738 units | — 3,114,592 |
| * | Northern Trust | Northern Trust Focus 2035 Fund | 35,596 units | — 4,185,380 |
| * | Northern Trust | Northern Trust Focus 2040 Fund | 52,898 units | — 6,219,960 |
| * | Northern Trust | Northern Trust Focus 2045 Fund | 89,719 units | — 10,546,236 |
| * | Northern Trust | Northern Trust Focus 2050 Fund | 67,977 units | — 7,991,499 |
| * | Northern Trust | Northern Trust Focus 2055 Fund | 6,261 units | — 736,381 |
| | Wells Fargo | Wells Fargo Stable Return Fund | 215,101 units | — 10,146,297 |
| | Stock Fund: | | | |
| * | Foot Locker, Inc | Foot Locker Stock Fund | 1,147,470 shares | — 22,513,356 |
| | Cash | | | 16,965 |
| | Loans: | | | |
| * | Plan Participants | Loans receivable from participants | 1,528 loans were outstanding at December 31, 2010, bearing interest at rates ranging from 3.25% - 8.25%, maturing through 2024 | — 3,942,131 |
| | | | | \$ 120,203,406 |

* Party-in-interest as defined by ERISA

** Cost basis is not required for participant directed investments and therefore is not included.

See accompanying report of independent registered public accounting firm.

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf of the undersigned hereunto duly authorized.

FOOT LOCKER 401(k) PLAN

By: /s/ Robert W. McHugh
Foot Locker, Inc.
Robert W. McHugh
Chief Financial Officer

Date: June 20, 2011

Foot Locker 401(k) Plan

INDEX OF EXHIBITS

Exhibit No. in Item
601 of Regulation S-K
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Description
Consent of Independent Registered Public Accounting Firm

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