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FOOT LOCKER INC  
Form 8-K  
June 07, 2004

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

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Date of Report (Date of earliest event reported): June 4, 2004  
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FOOT LOCKER, INC.

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(Exact name of registrant as specified in its charter)

New York	No. 1-10299	13-3513936
----- (State or other jurisdiction of incorporation)	----- (Commission File Number)	----- (IRS Employer Identification No.)
112 West 34th Street, New York, New York		10120
----- (Address of principal executive offices)		----- (Zip Code)

Registrant's telephone number, including area code: (212) 720-3700  
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Item 5.  
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Other Events.  
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On June 4, 2004, Foot Locker, Inc. announced that 100 percent

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of its \$150 million 5.5 percent convertible subordinated notes had been converted into shares of Foot Locker, Inc.'s Common Stock. Effective June 3, 2004, all of the convertible subordinated notes have been cancelled, and approximately 9.5 million new shares of Foot Locker, Inc. Common Stock have been issued. The conversion has no impact on fully diluted earnings per share as the equivalent number of Common Shares has already been included in Foot Locker, Inc.'s fully diluted share count. (A copy of the press release issued by Foot Locker, Inc. is attached as Exhibit 99.1, which, in its entirety, is incorporated herein by reference.)

Item 7. Financial Statements and Exhibits.  
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(c) Exhibits

99.1 Press Release of Foot Locker, Inc. dated June 4, 2004 announcing the conversion of 100 percent of its \$150 million 5.5 percent convertible subordinated notes into shares of Foot Locker, Inc. Common Stock.

SIGNATURES

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 being hereunto duly authorized.

FOOT LOCKER, INC.  
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(Registrant)

Date: June 7, 2004

By: /s/ Bruce L. Hartman  
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Bruce L. Hartman  
Executive Vice President and  
Chief Financial Officer