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FOOT LOCKER INC  
Form SC 13D/A  
August 30, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 18)

-----

FOOT LOCKER, INC.  
(formerly named Venator Group, Inc.)  
(Name of Issuer)

Common Stock, \$.01 par value per share  
(Title of class of securities) 344849 10 4  
(CUSIP number)

Gary K. Duberstein, Esq.  
Greenway Partners, L.P.  
909 Third Avenue, 30th Floor  
New York, New York 10022  
(212) 350-5100

(Name, address and telephone number of person authorized  
to receive notices and communications)

August 29, 2002  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report  
the acquisition that is the subject of this Schedule 13D, and is filing this  
schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the  
following box .

Note: Schedules filed in paper format shall include a signed original and five  
copies of the schedule, including all exhibits. Seess. 240.13d-7 for other  
parties to whom copies are to be sent.

(Continued on following pages)

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-----  
1 NAME OF REPORTING PERSON GREENWAY PARTN  
S.S. OR I.R.S. IDENTIFICATION NO. 13-3714238  
OF ABOVE PERSON  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS: WC,

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
[ ]

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

-----

7 NUMBER OF SHARES SOLE VOTING POWER:

-----

8 BENEFICIALLY OWNED BY SHARED VOTING POWER:

-----

9 EACH REPORTING SOLE DISPOSITIVE POWER:

-----

10 PERSON WITH SHARED DISPOSITIVE POWER:

-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

-----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

-----

14 TYPE OF REPORTING PERSON: PN

-----

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1 NAME OF REPORTING PERSON GREENTREE PART  
S.S. OR I.R.S. IDENTIFICATION NO. 13-3752875  
OF ABOVE PERSON

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

-----

3 SEC USE ONLY

-----

4 SOURCE OF FUNDS: WC,

-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

-----

7 NUMBER OF SHARES SOLE VOTING POWER:

-----

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|                            |  |                           |
|----------------------------|--|---------------------------|
| BENEFICIALLY OWNED BY      | 8  | SHARED VOTING POWER:      |
| EACH REPORTING PERSON WITH | 9  | SOLE DISPOSITIVE POWER:   |
|                            | 10   | SHARED DISPOSITIVE POWER: |
| 11                         | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:               |                           |
| 12                         | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: |                           |
| 13                         | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):                    |                           |
| 14                         | TYPE OF REPORTING PERSON:  | PN                        |

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|    |  |                                   |
|----|--|-----------------------------------|
| 1  | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO.<br>OF ABOVE PERSON | GREENHOUSE PARTNERS<br>13-3793447 |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:                                |                                   |
| 3  | SEC USE ONLY   |                                   |
| 4  | SOURCE OF FUNDS:   | WC,                               |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO             |                                   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION:  |                                   |
|    | NUMBER OF SHARES   | 7                                 |
|    |  | SOLE VOTING POWER:                |
|    | BENEFICIALLY OWNED BY  | 8                                 |
|    |  | SHARED VOTING POWER:              |
|    | EACH REPORTING PERSON WITH   | 9                                 |
|    |  | SOLE DISPOSITIVE POWER:           |
|    |  | 10                                |
|    |  | SHARED DISPOSITIVE POWER:         |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:                         |                                   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES                           |                                   |

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CERTAIN SHARES:

-----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
 -----  
 14 TYPE OF REPORTING PERSON: PN  
 -----

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-----  
 1 NAME OF REPORTING PERSON GREENHUT L.L.  
 S.S. OR I.R.S. IDENTIFICATION NO. 13-3793450  
 OF ABOVE PERSON  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC,

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

|                          |    |                           |  |
|--------------------------|----|---------------------------|--|
| NUMBER OF<br>SHARES      | 7  | SOLE VOTING POWER:        |  |
| BENEFICIALLY<br>OWNED BY | 8  | SHARED VOTING POWER:      |  |
| EACH<br>REPORTING        | 9  | SOLE DISPOSITIVE POWER:   |  |
| PERSON WITH              | 10 | SHARED DISPOSITIVE POWER: |  |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
 PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: OO  
 -----

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1 NAME OF REPORTING PERSON GREENBELT CORP  
S.S. OR I.R.S. IDENTIFICATION NO. 13-3791931  
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO

6 CITIZENSHIP OR PLACE OF ORGANIZATION:

7 NUMBER OF SHARES SOLE VOTING POWER:

8 BENEFICIALLY OWNED BY SHARED VOTING POWER:

9 EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER:

10 SHARED DISPOSITIVE POWER:

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):

14 TYPE OF REPORTING PERSON: CO

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1 NAME OF REPORTING PERSON GREENSEA OFFSH  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

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-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS: WC,  
-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
[ ]  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION: Caym  
-----  
NUMBER OF 7 SOLE VOTING POWER:  
SHARES  
-----  
BENEFICIALLY 8 SHARED VOTING POWER:  
OWNED BY  
-----  
EACH 9 SOLE DISPOSITIVE POWER:  
REPORTING  
-----  
PERSON WITH 10 SHARED DISPOSITIVE POWER:  
-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
PERSON:  
-----  
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES:  
-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
-----  
14 TYPE OF REPORTING PERSON: PN  
-----

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-----  
1 NAME OF REPORTING PERSON GREENHUT OVERS  
S.S. OR I.R.S. IDENTIFICATION NO. 13-3868906  
OF ABOVE PERSON  
-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
-----  
3 SEC USE ONLY  
-----  
4 SOURCE OF FUNDS: WC,  
-----  
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
-----  
6 CITIZENSHIP OR PLACE OF ORGANIZATION:  
-----  
NUMBER OF 7 SOLE VOTING POWER:  
SHARES  
-----

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|                       |  |                           |
|-----------------------|--|---------------------------|
| BENEFICIALLY OWNED BY | 8  | SHARED VOTING POWER:      |
| EACH REPORTING        | 9  | SOLE DISPOSITIVE POWER:   |
| PERSON WITH           | 10   | SHARED DISPOSITIVE POWER: |
| 11                    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:               |                           |
| 12                    | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES: |                           |
| 13                    | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):                    |                           |
| 14                    | TYPE OF REPORTING PERSON:  | OO                        |

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|                       |     |                    |
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|                       |  |                           |
|-----------------------|--|---------------------------|
| 1                     | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO.<br>OF ABOVE PERSON | ALFRED D. KING            |
| 2                     | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:                                |                           |
| 3                     | SEC USE ONLY   |                           |
| 4                     | SOURCE OF FUNDS:   | PF,                       |
| 5                     | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO<br>[ ]      |                           |
| 6                     | CITIZENSHIP OR PLACE OF ORGANIZATION:  | Uni                       |
| NUMBER OF SHARES      | 7  | SOLE VOTING POWER:        |
| BENEFICIALLY OWNED BY | 8  | SHARED VOTING POWER:      |
| EACH REPORTING        | 9  | SOLE DISPOSITIVE POWER:   |
| PERSON WITH           | 10   | SHARED DISPOSITIVE POWER: |
| 11                    | AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING                                 |                           |

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PERSON:

-----  
 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES:  
 -----  
 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
 -----  
 14 TYPE OF REPORTING PERSON: IN  
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-----  
 1 NAME OF REPORTING PERSON GARY K. DUBERS  
 S.S. OR I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSON  
 -----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

3 SEC USE ONLY

4 SOURCE OF FUNDS: PF,

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
 [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION: U

NUMBER OF SHARES 7 SOLE VOTING POWER:

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER:

EACH REPORTING 9 SOLE DISPOSITIVE POWER:

PERSON WITH 10 SHARED DISPOSITIVE POWER:

-----  
 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING  
 PERSON:  
 -----

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES:  
 -----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):  
 -----

14 TYPE OF REPORTING PERSON: IN  
 -----



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This Amendment No. 18 ("Amendment No. 18") amends the Statement on Schedule 13D (the "Schedule 13D") filed on May 18, 1998, as amended by Amendment No. 1 filed on June 5, 1998, Amendment No. 2 filed on July 7, 1998, Amendment No. 3 filed on August 23, 1998, Amendment No. 4 filed on October 2, 1998, Amendment No. 5 filed on December 1, 1998, Amendment No. 6 filed on January 6, 1999, Amendment No. 7 filed on January 29, 1999, Amendment No. 8 filed on March 12, 1999, Amendment No. 9 filed on March 25, 1999, Amendment No. 10 filed on March 13, 2000, Amendment No. 11 filed on January 19, 2001, Amendment No. 12 filed on July 10, 2001, Amendment No. 13 filed on November 13, 2001, Amendment No. 14 filed on January 15, 2002, Amendment No. 15 filed on February 12, 2002, Amendment No. 16 filed on July 23, 2002, and Amendment No. 17 filed on July 25, 2002, and is filed by and on behalf of Greenway Partners, L.P. ("Greenway"), Greentree Partners, L.P. ("Greentree"), Greenhouse Partners, L.P. ("Greenhouse"), Greenhut, L.L.C. ("Greenhut"), Greenbelt Corp. ("Greenbelt"), Greensea Offshore, L.P. ("Greensea"), Greenhut Overseas, L.L.C. ("Greenhut Overseas"), Alfred D. Kingsley ("Kingsley") and Gary K. Duberstein ("Duberstein"; the foregoing persons being referred to collectively as the "Reporting Persons"). Capitalized terms used herein and not defined herein have the meanings ascribed thereto in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the date of this Amendment No. 18, the Reporting Persons beneficially owned in the aggregate 5,216,348 Shares constituting 3.7% of the outstanding Shares (the percentage of Shares owned being based upon 140,403,482 Shares outstanding on June 1, 2002, as set forth in the Company's Quarterly Report on Form 10-Q for the quarter ended May 4, 2002). The Reporting Persons may be deemed to have direct beneficial ownership of Shares as follows:

| Name<br>----- | Number of<br>Shares<br>----- | Approximate<br>Percentage of<br>Outstanding Shares<br>----- |
|---------------|------------------------------|---|
| Greenway      | 320,600                      | 0.2%  |
| Greentree     | 185,000                      | 0.1%  |
| Greenbelt     | 3,720,748                    | 2.7%  |
| Greensea      | 280,000                      | 0.2%  |
| Kingsley      | 685,000                      | 0.5%  |
| Duberstein    | 25,000                       | 0.0%  |

Greenhouse, as the general partner of Greenway, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greenway may be deemed to possess direct beneficial ownership. Each of Kingsley and Duberstein, through their control of Greenhouse, may be deemed to beneficially own Shares which Greenhouse may be deemed to beneficially own. Each of Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenhut, as the general partner of Greentree, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greentree may be deemed to possess direct beneficial ownership. Each of Kingsley and Duberstein, as members of Greenhut, may be deemed to beneficially own Shares which Greenhut may be deemed to beneficially

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own. Each of Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenhut Overseas, as the investment general partner of Greensea, may be deemed to own beneficially (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) Shares of which Greensea may be deemed to possess direct

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beneficial ownership. Each of Kingsley and Duberstein, as members of Greenhut Overseas, may be deemed to beneficially own Shares which Greenhut Overseas may be deemed to beneficially own. Each of Kingsley and Duberstein disclaims beneficial ownership of such Shares for all other purposes.

Greenbelt has direct beneficial ownership of the Shares in the accounts that it manages. Each of Kingsley and Duberstein, as executive officers and directors of Greenbelt, may be deemed to beneficially own Shares that Greenbelt beneficially owns. Each of Kingsley and Duberstein hereby disclaims beneficial ownership of such Shares for all other purposes.

(b) Greenway has the sole power to vote or direct the vote of 320,600 Shares and the sole power to dispose or to direct the disposition of such Shares. Greenhouse and Kingsley and Duberstein may be deemed to share with Greenway the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greentree has the sole power to vote or direct the vote of 185,000 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhut, Kingsley and Duberstein may be deemed to share with Greentree the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greensea has the sole power to vote or direct the vote of 280,000 Shares and the sole power to dispose or direct the disposition of such Shares. Greenhut Overseas, Kingsley and Duberstein may be deemed to share with Greensea the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Greenbelt has the sole power to vote or direct the vote of 3,720,748 Shares and the sole power to dispose or direct the disposition of such Shares. Kingsley and Duberstein may be deemed to share with Greenbelt the power to vote or to direct the vote and to dispose or to direct the disposition of such Shares.

Kingsley has the sole power to vote or direct the vote of 685,000 Shares and the sole power to dispose or direct the disposition of such Shares.

Duberstein has the sole power to vote or direct the vote of 25,000 Shares and the sole power to dispose or direct the disposition of such Shares.

(c) Information concerning transactions in the Shares by the Reporting Persons since the most recent filing on Schedule 13D is set forth in Exhibit 28, attached hereto, which is incorporated herein by reference.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares, except the dividends from, or proceeds from the sale of Shares in each respective account managed by Greenbelt will be delivered into each such respective account, as the case may be. No such individual account has an interest in more than five percent of the class of outstanding Shares.

(e) The Reporting Persons ceased to be the beneficial owners of more than five

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percent of the Shares on August 29, 2002.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following Exhibits are filed herewith:

28. Information concerning transactions in the Shares effected by the Reporting Persons since the most recent filing on Schedule 13D.

[The remainder of this page intentionally left blank.]

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SIGNATURES

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information contained in this Statement is true, complete and correct.

Dated: August 29, 2002

GREENHOUSE PARTNERS, L.P.

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
General Partner

GREENHUT, L.L.C.

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
Member

GREENHUT OVERSEAS, L.L.C.

GREENSEA OFFSHORE, L.P.

By: Greenhut Overseas, L.L.C.  
Investment General Partner  
  
By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
Member

GREENBELT CORP.

By: /s/ Alfred D. Kingsley  
-----  
Alfred D. Kingsley  
President

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By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
Member

/s/ Alfred D. Kingsley  
-----  
Alfred D. Kingsley

/s/ Gary K. Duberstein  
-----  
Gary K. Duberstein

GREENWAY PARTNERS, L.P.

By: Greenhouse Partners, L.P.  
General Partner

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
General Partner

GREENTREE PARTNERS, L.P.

By: Greenhut, L.L.C.  
General Partner

By: /s/ Gary K. Duberstein  
-----  
Gary K. Duberstein  
Member

EXHIBIT INDEX

| EXHIBIT NO.<br>----- | DESCRIPTION<br>-----  |
|----------------------|---|
| 28.                  | Information concerning transactions in the Shares effected by the Reporting Persons since the most recent filing on Schedule 13D. |