



**Foot Locker, Inc.**

FL NYSE

Retail - Apparel / Accessories

Market Capitalization USD:

**\$3,072.92 mm**

**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated.
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

**CEO: Ken C. Hicks**

**Age: 59**

**CEO Since: 2009**

	2009	2010	2011
<b>Base Salary</b>	\$1,500,000	\$1,100,000	\$1,100,000
<b>Discretionary Bonus</b>	\$0	\$500,000	\$500,000
<b>Annual Cash Incentive</b>	\$0	\$2,776,881	\$5,954,052
<b>Benefits and Perquisites</b>	\$70,399	\$174,648	\$238,856
<b>TOTAL ANNUAL COMPENSATION</b>	<b>\$1,570,399</b>	<b>\$4,551,529</b>	<b>\$7,792,908</b>
<b>Increase in Post-Retirement Benefits</b>	\$337,993	\$428,331	\$520,474
<b>Stock Option Awards</b>	\$344,038	\$1,339,500	\$2,878,750
<b>Stock Awards</b>	\$595,800	\$1,741,431	\$2,867,015
<b>TOTAL COMPENSATION</b>	<b>\$2,848,230</b>	<b>\$8,060,791</b>	<b>\$14,059,147</b>
<b>Median of Other Named Executive Officers Total Compensation</b>	\$1,677,593	\$3,098,461	\$4,283,118
<b>Value Realized on Exercise of Stock Option</b>	\$0	\$0	\$0
<b>Value Realized on Vesting of Stock</b>	\$182,596	\$0	\$1,786,000
<b>TOTAL REALIZED EQUITY COMPENSATION</b>	<b>\$182,596</b>	<b>\$0</b>	<b>\$1,786,000</b>

Proxy Date: 5 Apr 2012

Annual Meeting Date: 16 May 2012

Equity Reserves: 10.60%

Stock Option Run Rate: 0.98%

# Foot Locker, Inc.

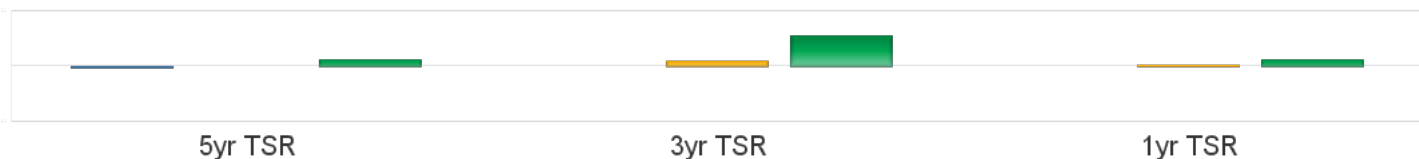
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## Performance Comparison

■ S&P500 ■ Industry ■ FL



## Peer Comparisons (TRBC) =Retail - Apparel / Accessories

### Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FL	Foot Locker, Inc.	\$2,848,230	\$8,060,791	\$14,059,147	\$3,072,918,746
ROST	Ross Stores, Inc.	\$10,599,729	\$11,669,734	\$12,478,239	\$9,096,470,516
GPS	Gap, Inc. (The)	\$5,037,290	\$5,945,910	\$9,711,500	\$8,285,755,687
TIF	Tiffany & Co.	\$7,873,135	\$9,207,237	\$8,980,412	\$7,740,915,798
ANF	Abercrombie & Fitch Co.	\$36,335,644	\$23,244,908		\$5,352,036,680
URBN	Urban Outfitters, Inc.	\$3,169,739	\$29,944,180		\$3,433,925,326
GES	Guess?, Inc.	\$15,220,426	\$9,799,620		\$2,643,234,849

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

### Pay Peer Group

Abercrombie & Fitch, American Eagle Outfitters Inc., Borders Group, Inc., Charming Shoppes, Dick's Sporting Goods Inc., Family Dollar Stores, Genesco Inc., Pacific Sunwear California Inc., Quiksilver Inc., Saks Inc., Timberland Co., Aeropostale, Inc., ANN INC., Brown Shoe Company, Inc., Collective Brands Inc., Dillards Inc., Finish Line Inc., Limited Brands Inc., RadioShack Corp., Ross Stores Inc., Talbots Inc.

### Performance Peer Group

NA

## COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Alan D. Feldman	Chairman	60	Male	7	Outside
Allen I. Questrom	Member	70	Male	1	Outside
Cheryl Nido Turpin	Member	64	Female	11	Outside Related
Dona Davis Young	Member	58	Female	11	Outside Related
James E. Preston	Member	78	Male	29	Outside Related

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