

FOOT LOCKER INC  
Form 4  
May 23, 2014

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FELDMAN ALAN D

(Last) (First) (Middle)

C/O FOOT LOCKER, INC., 112  
WEST 34TH STREET

(Street)

NEW YORK, NY 10120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
FOOT LOCKER INC [FL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/21/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/21/2014		A <sup>(1)</sup>	1,157 A \$ 0	1,157	D	
Common Stock					49,069 <sup>(2)</sup>	D	
Phantom stock units					24,242.6582	D	

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

**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 control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FELDMAN ALAN D C/O FOOT LOCKER, INC. 112 WEST 34TH STREET NEW YORK, NY 10120	X			

## Signatures

Sheilagh M. Clarke, Attorney-in-Fact for Alan D. Feldman 05/23/2014

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Award of restricted stock units under the Foot Locker 2007 Stock Incentive Plan, as amended and restated.
- (2) Includes 1,505 shares received on vesting of previously reported award of restricted stock units, which vested on May 20, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. DER-RIGHT:1px solid #000000; BORDER-BOTTOM:1px solid #000000; padding-right:8pt">

Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

**3**

SEC Use Only

**4**

Citizenship or Place of Organization

California

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

**5**

Sole Voting Power

679,720 (2)

**6**

Shared Voting Power

-0-

**7**

Sole Dispositive Power

Explanation of Responses:

-0-

**8**

Shared Dispositive Power

679,720 (2) (3)

**9**

Aggregate Amount Beneficially Owned by Each Reporting Person

679,720 (2)

**10**

Check if the Aggregate Amount in Row (9) Excludes Certain Shares

**11**

Percent of Class Represented by Amount in Row (9)

2.8% (4)

**12**

Type of Reporting Person

OO

- (1) James E. Douglas Jr. and Jean A Douglas, husband and wife, are co-trustees.
- (2) Includes 629,720 shares, currently exercisable warrants to purchase up to 50,000 shares at \$6.73 per share exercisable within 60 days. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 14.99% of the Issuer's common stock.
- (3) Kevin Douglas also has dispositive power with respect to the securities held by the Douglas Family Trust.
- (4) Based on 23,924,465 shares of the Issuer's common stock outstanding as of November 4, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 4, 2014.

Explanation of Responses:



**SCHEDULE 13G**

**CUSIP No. 760911107**

**1** Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

**2** James Douglas and Jean Douglas Irrevocable Descendants Trust (1)  
Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

**3** SEC Use Only

**4** Citizenship or Place of Organization

California

**5** Sole Voting Power

NUMBER OF

SHARES 1,699,304 (2)  
**6** Shared Voting Power

BENEFICIALLY

OWNED BY EACH  
-0-  
**7** Sole Dispositive Power

REPORTING

PERSON 1,699,304 (2)  
**8** Shared Dispositive Power

WITH:

-0-

**9** Aggregate Amount Beneficially Owned by Each Reporting Person

1,699,304 (2)

**10** Check if the Aggregate Amount in Row (9) Excludes Certain Shares

**11** Percent of Class Represented by Amount in Row (9)

7.1% (3)

**12** Type of Reporting Person

OO

- (1) Kevin Douglas and Michelle Douglas, husband and wife, are co-trustees.
- (2) Includes 1,574,304 shares, currently exercisable warrants to purchase up to 125,000 shares at \$6.73 per share exercisable within 60 days. The warrants are not exercisable if and to the extent that the issuance of shares on such exercise of the warrant would cause the ownership of the holder and its affiliates to exceed 14.99% of the Issuer's common stock
- (3) Based on 23,924,465 shares of the Issuer's common stock outstanding as of November 4, 2014, as reported on the Issuer's 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 4, 2014.

**Item 1.**

- (a) Name of Issuer:  
Research Frontiers Incorporated
- (b) Address of Issuer's Principal Executive Offices:  
240 Crossways Park Drive  
Woodbury, New York  
11797

**Item 2.**

- (1)(a) NAME OF PERSONS FILING:  
Kevin Douglas  
Michelle Douglas
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
125 E. Sir Francis Drake Blvd., Ste 400  
Larkspur, CA 94939
- (c) CITIZENSHIP:  
United States
- (d) TITLE OF CLASS OF SECURITIES:  
Common Stock, \$0.0001 par value
- (e) CUSIP NUMBER:  
760911107
- (2)(a) NAME OF PERSONS FILING:  
K&M Douglas Trust  
Douglas Family Trust  
James Douglas and Jean Douglas Irrevocable Descendants Trust
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
125 E. Sir Francis Drake Blvd., Ste 400  
Larkspur, CA 94939
- (c) CITIZENSHIP:  
California
- (d) TITLE OF CLASS OF SECURITIES:  
Common Stock, \$0.0001 par value
- (e) CUSIP NUMBER:  
760911107



**Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8)
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J)

Not Applicable.

**Item 4. Ownership**

Reference is made as to each of the Reporting Persons hereunder to Rows 5-9 and 11 of each of the cover pages of this Schedule 13G and associated footnotes, which are incorporated by reference herein.

Each of the Reporting Persons hereunder may be deemed a member of a group within the meaning of Section 13(d)(3) of the Exchange Act, or Rule 13d-5 promulgated under the Exchange Act with one or more of the other Reporting Persons hereunder. Although the Reporting Persons are reporting such securities as if they were members of a group, the filing of this Schedule 13G shall not be construed as an admission by any Reporting Person that such Reporting Person is a beneficial owner of any securities other than those directly held by such Reporting Person.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: "

**Item 6. Ownership of More Than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

See Item 4 of this Schedule 13G and the Joint Filing Agreement attached hereto as Exhibit A.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

\* Kevin Douglas  
KEVIN DOUGLAS

Date: February 13, 2015

\* Michelle Douglas  
MICHELLE DOUGLAS

K&M DOUGLAS TRUST

Date: February 13, 2015

\* Kevin Douglas  
By: Kevin Douglas  
Title: Trustee

Date: February 13, 2015

\* Michelle Douglas  
By: Michelle Douglas  
Title: Trustee

DOUGLAS FAMILY TRUST

Dated: February 13, 2015

\* James E. Douglas, Jr.  
By: James E. Douglas, Jr.  
Title: Trustee

Date: February 13, 2015

\* Jean A. Douglas  
By: Jean A. Douglas  
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS  
IRREVOCABLE DESCENDANTS TRUST

Date: February 13, 2015

\* Kevin Douglas  
By: Kevin Douglas  
Title: Trustee

Date: February 13, 2015

\* Michelle Douglas  
By: Michelle Douglas  
Title: Trustee

\*By: /s/ Eileen Wheatman  
Eileen Wheatman  
Attorney-in-fact

**EXHIBIT A**

**JOINT FILING AGREEMENT**

This Joint Filing Agreement (this Agreement ) hereby confirms the agreement by and among all of the undersigned that the Schedule 13G/A to which this Agreement is attached as Exhibit A with respect to the beneficial ownership of the undersigned of shares Common Stock of Research Frontiers Incorporated is being filed on behalf of each of the undersigned. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Date: February 13, 2015

\* Kevin Douglas  
KEVIN DOUGLAS

Date: February 13, 2015

\* Michelle Douglas  
MICHELLE DOUGLAS

K&M DOUGLAS TRUST

Date: February 13, 2015

\* Kevin Douglas  
By: Kevin Douglas  
Title: Trustee

Date: February 13, 2015

\* Michelle Douglas  
By: Michelle Douglas  
Title: Trustee

DOUGLAS FAMILY TRUST

Dated: February 13, 2015

\* James E. Douglas, Jr.  
By: James E. Douglas, Jr.  
Title: Trustee

Date: February 13, 2015

\* Jean A. Douglas  
By: Jean A. Douglas  
Title: Trustee

JAMES DOUGLAS AND JEAN DOUGLAS  
IRREVOCABLE DESCENDANTS TRUST

Date: February 13, 2015

\* Kevin Douglas  
By: Kevin Douglas  
Title: Trustee

Date: February 13, 2015

\* Michelle Douglas  
By: Michelle Douglas  
Title: Trustee

\*By: /s/ Eileen Wheatman  
Eileen Wheatman  
Attorney-in-fact