

SAUL CENTERS INC
Form 5
February 13, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SCHNEIDER SCOTT V

(Last) (First) (Middle)

7501 WISCONSIN AVENUE, 15TH FLOOR

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SAUL CENTERS INC [BFS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/31/2008

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)
Sr. Vice President-CFO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Shares | Â | Â | Â | Â | Â | Â | 382.527 ⁽²⁾ | I | Child-Eric |
| Common Shares | Â | Â | Â | Â | Â | Â | 382.587 ⁽³⁾ | I | Child-Carson |
| Common Shares | Â | Â | Â | Â | Â | Â | 408.426 ⁽⁴⁾ | I | Child-Clara |
| Common Shares | Â | Â | Â | Â | Â | Â | 398.877 ⁽⁵⁾ | I | Child-Lindsey |

Signatures

Scott V.
Schneider

02/13/2008

 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) The options will vest 25% per year over four years from the date of grant.

(2) Balance increased by April 30, 2007, July 31, 2007, October 31, 2007, and January 31, 2008 Dividend Reinvestment Plan awards of 3.142 shares, 3.901 shares, 3.361 shares, and 3.594 shares, respectively.

(3) Balance increased by April 30, 2007, July 31, 2007, October 31, 2007, and January 31, 2008 Dividend Reinvestment Plan awards of 3.142 shares, 3.901 shares, 3.361 shares, and 3.594 shares, respectively

(4) Balance increased by April 30, 2007, July 31, 2007, October 31, 2007, and January 31, 2008 Dividend Reinvestment Plan awards of 3.355 shares, 4.165 shares, 3.589 shares, and 3.837 shares, respectively.

(5) Balance increased by April 30, 2007, July 31, 2007, October 31, 2007, and January 31, 2008 Dividend Reinvestment Plan awards of 3.277 shares, 4.068 shares, 3.505 shares, and 3.747 shares, respectively.

(6) Balance increased by April 30, 2007, July 31, 2007, October 31, 2007, and January 31, 2008 Dividend Reinvestment Plan awards of 59.586 shares, 73.979 shares, 63.739 shares, and 68.149 shares, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.