

SAUL B FRANCIS III
Form 4
July 05, 2012

FORM 4

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

OMB APPROVAL

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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 *
SAUL B FRANCIS III

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7501 WISCONSIN AVENUE, 15TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2012

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

(Street)

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

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

BETHESDA, MD 20814

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | | | | (A) or (D) Price | 12,000 | I | Beneficiary of Trust |
| Common Shares | | | | (A) or (D) Price | 3,564.192 ⁽⁴⁾ | I | 401K |
| Common Shares | | | | (A) or (D) Price | 25,986.949 | 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Employee Stock Option | \$ 25.78 | | | | | 04/26/2005 ⁽¹⁾ 04/26/2014 | Common Stock 40 |
| Stock Option | \$ 25.78 | | | | | 04/26/2004 04/26/2014 | Common Stock 2, |
| Employee Stock Option | \$ 33.22 | | | | | 05/06/2006 ⁽¹⁾ 05/06/2015 | Common Stock 40 |
| Phantom Stock ⁽³⁾ | \$ 43.2 ⁽²⁾ | 07/02/2012 | | A | 171.297 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock 171 |
| Stock Option | \$ 33.22 | | | | | 05/06/2005 05/06/2015 | Common Stock 2, |
| Stock Option | \$ 40.35 | | | | | 05/01/2006 05/01/2016 | Common Stock 2, |
| Employee Stock Option | \$ 54.17 | | | | | 04/27/2008 ⁽¹⁾ 04/27/2017 | Common Stock 40 |
| Stock Option | \$ 54.17 | | | | | 04/27/2007 04/27/2017 | Common Stock 2, |
| Stock Option | \$ 50.15 | | | | | 04/25/2008 04/25/2018 | Common Stock 2, |
| Stock Option | \$ 32.68 | | | | | 04/24/2009 04/24/2019 | Common Stock 2, |
| Stock Option | \$ 38.76 | | | | | 05/07/2010 05/07/2020 | Common Stock 2, |
| Stock Option | \$ 41.82 | | | | | 05/13/2011 05/13/2021 | Common Stock 2, |
| Employee Stock Option | \$ 41.82 | | | | | 05/13/2011 ⁽¹⁾ 05/13/2021 | Common Stock 40 |

