

SAUL CENTERS INC
Form 4
August 21, 2014

FORM 4

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

OMB APPROVAL

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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 *
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. Date of Earliest Transaction (Month/Day/Year)
08/19/2014

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)

Sr. Vice President-CFO

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 Indirect Beneficial Ownership (Instr. 4)
Common Shares				(A) Amount Price	490.747 ⁽¹⁾	I	Child-Eric
Common Shares				(A) Amount Price	490.747 ⁽¹⁾	I	Child-Carson
Common Shares				(A) Amount Price	523.974 ⁽¹⁾	I	Child-Clara
Common Shares				(A) Amount Price	511.723 ⁽¹⁾	I	Child-Lindsey
Series C Preferred Stock				(A) Amount Price	3,000	D	

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Common Shares						7,953.9	I ⁽²⁾	401K
Common Shares	08/19/2014		M	1,275	A	\$ 33.22	9,672.38	D
Common Shares	08/19/2014		S	1,275	D	\$ 50.09	8,397.38	D
Common Shares	08/21/2014		M	725	A	\$ 33.22	9,122.38	D
Common Shares	08/21/2014		S	725	D	\$ 50.4	8,397.38	D

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

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(9-02)

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 (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)	Amount or Number of Shares
Employee Stock Option	\$ 33.22	08/19/2014		M	1,275	05/06/2006 ⁽³⁾ 05/06/2015	Common Stock	1,275
Employee Stock Option	\$ 33.22	08/21/2014		M	725	05/06/2006 ⁽⁴⁾ 05/06/2015	Common Stock	725
Employee Stock Option	\$ 54.17					04/27/2008 ⁽³⁾ 04/27/2017	Common Stock	15,000
Employee Stock Option	\$ 41.82					05/13/2011 ⁽³⁾ 05/13/2021	Common Stock	15,000
Employee Stock	\$ 39.29					05/04/2012 ⁽³⁾ 05/04/2022	Common Stock	15,000

Option					
Employee					
Stock	\$ 44.42	05/10/2013 ⁽³⁾	05/10/2023	Common Stock	20,000
Option					
Employee					
Stock	\$ 47.03	05/09/2014 ⁽³⁾	05/09/2024	Common Shares	20,000
Option					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER SCOTT V 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814			Sr. Vice President-CFO	

Signatures

Scott V.
Schneider 08/21/2014

__Signature of Date
Reporting Person

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) Balance has been updated to reflect the reinvestment of the July 31, 2014 dividends.
 Effective April 1, 2009, shares formerly held by the B.F. Saul Company Employees' Profit Sharing Reinvestment Trust were distributed
 (2) to the individual 401(k) plan accounts of participants. The number of shares reported represents the reporting person's beneficial ownership interest in the Saul Centers stock fund of the 401(k) plan.
 (3) The options vest 25% per year over four years from the date of grant.
 (4) The options will vest 25% per year over four years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
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