

SAUL CENTERS INC  
Form 4  
December 12, 2016

**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 \*  
COLLICH JOHN F

(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)  
12/08/2016

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. VP-Acquisitions & Dev.

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Shares                   |                                      |  |                                |   | 1,758.498 <sup>(1)</sup>  | I  | Wife                              |
| Common Shares                   |                                      |  |                                |   | 24,205.107 <sub>(2) (3)</sub>   | D  |                                   |
| Series C Preferred Stock        |                                      |  |                                |   | 1,000   | D  |                                   |
| Series C Preferred Stock        | 12/08/2016                           |  | A                              | 100 A \$ 25.2   | 4,100   | I  | Wife                              |
|                                 | 12/09/2016                           |  | A                              | 618 A   | 4,718   | I  | Wife                              |

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Series C Preferred Stock \$ 25.2

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

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**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option                      | \$ 41.82   |                                      |  |                                |   | 05/13/2011 <sup>(4)</sup> 05/13/2021                     | Common Stock  | 7,650                         |
| Employee Stock Option                      | \$ 39.29   |                                      |  |                                |   | 05/04/2012 <sup>(4)</sup> 05/04/2022                     | Common Stock  | 3,750                         |
| Employee Stock Option                      | \$ 44.42   |                                      |  |                                |   | 05/10/2013 <sup>(4)</sup> 05/10/2023                     | Common Stock  | 10,000                        |
| Employee Stock Option                      | \$ 47.03   |                                      |  |                                |   | 05/09/2014 <sup>(4)</sup> 05/09/2024                     | Common Stock  | 15,000                        |
| Employee Stock Option                      | \$ 51.07   |                                      |  |                                |   | 05/08/2015 <sup>(4)</sup> 05/08/2025                     | Common Stock  | 20,000                        |
| Employee Stock Option                      | \$ 57.74   |                                      |  |                                |   | 05/06/2016 <sup>(4)</sup> 05/06/2026                     | Common Stock  | 20,000                        |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| COLLICH JOHN F<br>7501 WISCONSIN AVENUE<br>15TH FLOOR<br>BETHESDA, MD 20814 |               |           | Sr. VP-Acquisitions & Dev. |       |

## Signatures

Scott V. Schneider, by Power of Attorney

12/12/2016

\*\*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) Balance increased by July 29, 2016 Dividend Reinvestment Plan award and October 31, 2016 award of 12.269 shares and 14.183 shares, respectively.
- (2) Balance increased by July 29, 2016 Dividend Reinvestment Plan award and October 31, 2016 award of 170.68 shares and 197.331 shares, respectively.
- (3) In the previously filed Form 4 on 7/11/16, the Indirect Ownership shares in the Wife's account were inadvertently included with the Direct Ownership. The balance is correct as stated in the current Form 4.
- (4) The options 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. 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.