

SAUL CENTERS INC
Form 4
May 13, 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)
05/09/2014

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Shares | | | | | 486.587 ⁽¹⁾ | I | Child-Eric |
| Common Shares | | | | | 486.587 ⁽¹⁾ | I | Child-Carson |
| Common Shares | | | | | 519.533 ⁽²⁾ | I | Child-Clara |
| Common Shares | | | | | 507.386 ⁽³⁾ | I | Child-Lindsey |
| Series C Preferred Stock | | | | | 3,000 | D | |

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Common
Shares

8,397.38 D

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

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SEC 1474
(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 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 or Number of Shares |
| Employee Stock Option | \$ 33.22 | | | | | 05/06/2006 ⁽⁴⁾ 05/06/2015 | Common Stock 15,000 |
| Employee Stock Option | \$ 54.17 | | | | | 04/27/2008 ⁽⁴⁾ 04/27/2017 | Common Stock 15,000 |
| Employee Stock Option | \$ 41.82 | | | | | 05/13/2011 ⁽⁴⁾ 05/13/2021 | Common Stock 15,000 |
| Employee Stock Option | \$ 39.29 | | | | | 05/04/2012 ⁽⁴⁾ 05/04/2022 | Common Stock 15,000 |
| Employee Stock Option | \$ 44.42 | | | | | 05/10/2013 ⁽⁴⁾ 05/10/2023 | Common Stock 20,000 |
| Employee Stock Option | \$ 47.03 | 05/09/2014 | | A | 20,000 | 05/09/2014 ⁽⁴⁾ 05/09/2024 | Common Shares 20,000 |

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

05/13/2014

**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) Balance increased by January 31, 2014 Dividend Reinvestment Plan award and April 30, 2014 award of 3.814 shares and 4.369 shares, respectively.
- (2) Balance increased by January 31, 2014 Dividend Reinvestment Plan award and April 30, 2014 award of 4.072 shares and 4.665 shares, respectively.
- (3) Balance increased by January 31, 2014 Dividend Reinvestment Plan award and April 30, 2014 award of 3.977 shares and 4.556 shares, respectively.
- (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.

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