

Edgar Filing: SAUL CENTERS INC - Form S-3/A

SAUL CENTERS INC  
Form S-3/A  
March 07, 2008

March 7, 2008

By EDGAR

Securities and Exchange Commission

100 F Street, N.E.

Washington, DC 20549

Attention: Byron Cooper

**Re: Saul Centers, Inc.  
Form S-3  
File No. 333-149463**

Ladies and Gentlemen:

On February 29, 2008, Saul Centers, Inc., a Maryland corporation (the Company ) filed a registration statement on Form S-3 (File No. 333-149463) (the Registration Statement ) with the Securities and Exchange Commission under Rule 462(e) under the Securities Act of 1933. The Registration Statement relates to the proposed offering and sale from time to time of securities, which may be all or any combination of: (i) preferred stock, and/or (ii) preferred stock represented by depositary shares at an indeterminate aggregate public offering price not to exceed \$140,000,000. The Company hereby amends the Registration Statement to include on the cover page the delaying amendment language set forth below:

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

If you have any further questions or require additional information, please do not hesitate to contact me at (301) 986.6200.

Thank you for your courtesy and cooperation.

Very truly yours,

**SAUL CENTERS, INC.**

By: /s/ Scott V. Schneider  
Scott V. Schneider

Senior Vice President,

Chief Financial Officer, Treasurer

and Secretary

Securities and Exchange Commission

March 7, 2008

Page 2

APPROVED BY:

/s/ B. Francis Saul II\*  
B. Francis Saul II

Chairman of the Board

/s/ B. Francis Saul III\*  
B. Francis Saul III

President and Director

/s/ John E. Chapoton\*  
John E. Chapoton

Director

/s/ Gilbert M. Grosvenor\*  
Gilbert M. Grosvenor

Director

/s/ Philip C. Jackson, Jr.\*  
Philip C. Jackson, Jr.

Director

/s/ David B. Kay\*  
David B. Kay

Director

\*By: /s/ Scott V. Schneider  
Scott V. Schneider

Attorney-in-fact

/s/ General Paul X. Kelley USMC (Ret.)\*  
General Paul X. Kelley USMC (Ret.)

Director

/s/ Charles R. Longworth\*  
Charles R. Longworth

Director

/s/ Patrick F. Noonan\*  
Patrick F. Noonan

Director

/s/ James W. Symington\*  
James W. Symington

Director

/s/ John R. Whitmore\*  
John R. Whitmore

Director