

HOME DEPOT INC  
Form 4  
May 31, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**COX BERRY R**

2. Issuer Name and Ticker or Trading Symbol  
**HOME DEPOT INC [HD]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
2200 ROSS AVENUE, SUITE 3200  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/27/2005

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

DALLAS, TX 75201-2741

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security	(1)	Date	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Shares	(1)	03/24/2005	A		14.0849 (2)		(1)	(1)	Common Stock	14.0849
Deferred Shares	(4)	05/27/2005	A		2,001.5011		(4)	(4)	Common Stock	2,001.5011
Deferred Stock Units	(5)	03/24/2005	A		19.0717 (2)		(5)	(5)	Common Stock	19.0717
Stock Options	(7)	05/27/2005	A		9,000		(7)	(7)	Common Stock	9,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COX BERRY R 2200 ROSS AVENUE SUITE 3200 DALLAS, TX 75201-2741	X			

## Signatures

/s/ Rita L. Fadell,  
Attorney-in-Fact

05/31/2005

\_\_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).

- The Deferred Shares were granted under The Home Depot, Inc. 1997 Omnibus Stock Incentive Plan and convert to shares of Common Stock on a one-for-one basis upon the earlier of (i) the first anniversary of the director's termination of service as a Board member, (ii) the date of the director's death, retirement or disability, or (iii) the date of a change in control of the Company.
- (1) Acquired pursuant to quarterly dividend.
  - (2) Includes 5.9423 share rights from a dividend on 3/22/04 initially reported on a Form 4 dated 6/01/04 as 4.224 share rights; also includes 9.9158, 11.7157 and 10.6690 share rights from dividends on 6/24/04, 9/16/04 and 12/16/04, respectively.
  - (3) The Deferred Shares were granted under The Home Depot, Inc. 2005 Omnibus Stock Incentive Plan and convert to shares of Common Stock on a one-for-one basis upon the earlier of (i) the first anniversary of the director's termination of service as a Board member, (ii) the date of the director's death, retirement or disability, or (iii) the date of a change in control of the Company.
  - (4) The Deferred Stock Units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in The Home Depot, Inc. NonEmployee Directors' Deferred Stock Compensation Plan.
  - (5) Includes 17.3010, 15.8637 and 14.4464 stock units from dividends on 6/24/04, 9/16/04 and 12/16/04, respectively.
  - (6) The stock options were issued under The Home Depot, Inc. 2005 Omnibus Stock Incentive Plan and are exercisable in 25% increments on the 2nd, 3rd, 4th and 5th anniversaries of the grant date.
  - (7)

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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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