

HOME DEPOT INC
Form 4
March 05, 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 *
TOME CAROL B

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)
2455 PACES FERRY ROAD

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & EVP - Corp. Services

ATLANTA, GA 30339

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price	
\$.05 Common Stock	03/03/2014		M		82,859	A \$ 38.74	688,263.1126 D
\$.05 Common Stock	03/03/2014		M		113,610	A \$ 26.84	801,873.1126 D
\$.05 Common Stock	03/03/2014		M		130,141	A \$ 23.28	932,014.1126 D
\$.05 Common	03/03/2014		S		326,610	D \$ 81.12	605,404.1126 D

Stock

\$.05

Common 03/03/2014

G V 6,500 D \$ 0 598,904.1126 D

Stock

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Options	\$ 38.74	03/03/2014		M	82,859	<u>(1)</u> 03/20/2017	Common Stock 82,859
Employee Stock Options	\$ 26.84	03/03/2014		M	113,610	<u>(1)</u> 03/18/2018	Common Stock 113,610
Employee Stock Options	\$ 23.28	03/03/2014		M	130,141	<u>(1)</u> 03/24/2019	Common Stock 130,141

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TOME CAROL B
2455 PACES FERRY ROAD
ATLANTA, GA 30339

CFO & EVP - Corp. Services

Signatures

/s/ Stacy S. Ingram,
Attorney-in-fact

03/05/2014

**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) The options have vested in their entirety and are fully exercisable.

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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