

SCHNEIDER SCOTT V
 Form 5
 January 24, 2018

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2017

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 Reporting

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	^	^	^	^	^	^	582.87 ⁽¹⁾	I	Daughter
Common Shares	^	^	^	^	^	^	569.24 ⁽²⁾	I	Daughter-2
Common Shares	^	^	^	^	^	^	8,936.42 ⁽³⁾	I ⁽³⁾	401K
Series C Preferred	^	^	^	^	^	^	4,500	D	^

Stock

Common Shares Â Â Â Â Â 9,398.34 D Â

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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 44.42	Â	Â	Â	Â Â	05/10/2013 ⁽⁴⁾ 05/10/2023	Common Stock 12,000
Employee Stock Option	\$ 47.03	Â	Â	Â	Â Â	05/09/2014 ⁽⁴⁾ 05/09/2024	Common Stock 20,000
Employee Stock Option	\$ 51.07	Â	Â	Â	Â Â	05/08/2015 ⁽⁴⁾ 05/08/2025	Common Stock 20,000
Employee Stock Option	\$ 57.74	Â	Â	Â	Â Â	05/06/2016 ⁽⁴⁾ 05/06/2026	Common Stock 20,000
Employee Stock Option	\$ 59.41	Â	Â	Â	Â Â	05/05/2017 ⁽⁴⁾ 05/05/2027	Common Stock 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER SCOTT V 7501 WISCONSIN AVENUE	Â	Â	Â Sr. Vice President-CFO	Â

15TH FLOOR
BETHESDA, MD 20814

Signatures

Scott V.
Schneider

01/24/2018

**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 31, 2017 Dividend Reinvestment Plan award and October 31, 2017 award of 5.089 shares and 4.968 shares, respectively.
- (2) Balance increased by July 31, 2017 Dividend Reinvestment Plan award and October 31, 2017 award of 4.970 shares and 4.851 shares, respectively.
- (3) Effective April 1, 2009, shares formerly held by the B.F. Saul Company Employees' Profit Sharing Reinvestment Trust were distributed to the individual 401(k) plan accounts of participants. The number of shares reported represents the reporting person's beneficial ownership interest in the Saul Centers stock fund of the 401(k) plan.
- (4) The options vest 25% per year over four years from the date of grant.

^

Remarks:

The reporting person no longer has a reportable beneficial interest in 1,004.442 shares of common s

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