HOME DEPOT INC

Form 4 May 23, 2005

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

of

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* FERNANDEZ FRANK L

2. Issuer Name and Ticker or Trading

Symbol

HOME DEPOT INC [HD]

5. Relationship of Reporting Person(s) to

Issuer

2455 PACES FERRY ROAD

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

05/19/2005

(Check all applicable)

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

EVP - Sec. and Gen. Counsel

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ATLANTA, GA 30339

(City)	(State)	Zip) Table	I - Non-D	erivative S	ecuri	ties Acqui	ired, Disposed of, o	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transacti Code (Instr. 8)	Fransaction(A) or Disposed of (D) Code (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)
\$.05 Common Stock	08/16/2004		Code V	Amount 1,947	(D)	Price \$ 33.75	310,697.1337	D	
\$.05 Common Stock	03/24/2005		A	2.3021 (1)	A	\$ 0	322,597.1814	D	
\$.05 Common Stock	05/19/2005		M	17,500	A	\$ 24.55	340,097.1814	D	
\$.05 Common	05/19/2005		S	17,500	D	\$ 40.11	322,597.1814	D	

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Stock

\$.05

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.

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)	Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying Se (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options	\$ 24.55	05/19/2005		M	,	17,500	(2)	03/18/2013	Common Stock
Restoration Plan Stock Units	<u>(3)</u>	01/31/2005		A	450.2663		<u>(3)</u>	(3)	Common Stock
Restoration Plan Stock Units	(3)	03/24/2005		A	3.8988 (1)		(3)	(3)	Common Stock

# **Reporting Owners**

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

FERNANDEZ FRANK L 2455 PACES FERRY ROAD ATLANTA, GA 30339

EVP - Sec. and Gen. Counsel

### **Signatures**

/s/ Rita L. Fadell, Attorney-in-Fact 05/23/2005

\*\*Signature of Reporting Person Date

Reporting Owners 2

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# **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) Acquired pursuant to quarterly dividend.
- (2) The options have vested in their entirety and are fully exercisable.
- (3) The restoration plan stock units were acquired under The Home Depot FutureBuilder Restoration Plan and convert to shares of common stock on a one-for-one basis upon a distribution event under the terms of the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.