

SAUL CENTERS INC  
Form 5  
February 09, 2016

# FORM 5

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

OMB APPROVAL

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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)  
**12/31/2015**

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	^	^	^	^	^	^	549.74 <sup>(1)</sup>	I	Daughter
Common Shares	^	^	^	^	^	^	536.89 <sup>(2)</sup>	I	Daughter-2
Series C Preferred Stock	^	^	^	^	^	^	3,000	D	^
Common	^	^	^	^	^	^	8,405.82	I <sup>(3)</sup>	401K

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Shares

Common Shares     Â                     Â                     Â                     Â                     Â     8,398.3     D                     Â

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

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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)
					(A) (D)	Date Exercisable     Expiration Date	Title     Amount or Number of Shares
Employee Stock Option	\$ 54.17	Â	Â	Â	Â     Â	04/27/2008 <sup>(4)</sup> 04/27/2017	Common Stock     9,100
Employee Stock Option	\$ 54.17	Â	Â	Â	Â     Â	04/27/2008 <sup>(4)</sup> 04/27/2017	Common Stock     9,100
Employee Stock Option	\$ 41.82	Â	Â	Â	Â     Â	05/13/2011 <sup>(4)</sup> 05/13/2021	Common Stock     15,000
Employee Stock Option	\$ 39.29	Â	Â	Â	Â     Â	05/04/2012 <sup>(4)</sup> 05/04/2022	Common Stock     15,000
Employee Stock Option	\$ 44.42	Â	Â	Â	Â     Â	05/10/2013 <sup>(4)</sup> 05/10/2023	Common Stock     20,000
Employee Stock Option	\$ 47.03	Â	Â	Â	Â     Â	05/09/2014 <sup>(4)</sup> 05/09/2024	Common Shares     20,000
Employee Stock Option	\$ 51.07	Â	Â	Â	Â     Â	05/08/2015 <sup>(4)</sup> 05/08/2025	Common Shares     20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHNEIDER SCOTT V 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814	^	^	^ Sr. Vice President-CFO	^

## Signatures

Scott V. Schneider 02/09/2016

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, 2015 Dividend Reinvestment Plan, October 30, 2015 award and January 29, 2016 award of 4.584 shares, 4.173 and 4.759 shares, respectively.
- (2) Balance increased by July 31, 2015 Dividend Reinvestment Plan, October 30, 2015 award and January 29, 2016 award of 4.476 shares, 4.075 and 4.648 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.

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### Remarks:

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

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