

SAUL CENTERS INC  
Form 4  
November 10, 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 \*  
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. Date of Earliest Transaction (Month/Day/Year)  
11/06/2014

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 Filing(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)	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)
				(A) or (D) Code V Amount (D) Price			
Common Shares					494.471 <sup>(1)</sup>	I	Child-Eric
Common Shares					494.471 <sup>(1)</sup>	I	Child-Carson
Common Shares					527.95 <sup>(2)</sup>	I	Child-Clara
Common Shares					515.606 <sup>(3)</sup>	I	Child-Lindsey
Series C Preferred Stock					3,000	D	

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Common Shares						7,953.9	I <sup>(4)</sup>	401K
Common Shares	11/06/2014		M	3,000	A	\$ 33.22	11,397.38	D
Common Shares	11/06/2014		S	3,000	D	\$ 55.3066	8,397.38	D
Common Shares	11/10/2014		M	5,134	A	\$ 33.22	13,531.38	D
Common Shares	11/10/2014		S	5,134	D	\$ 55.127	8,397.38	D

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 (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)	Amount or Number of Shares
Employee Stock Option	\$ 33.22	11/10/2014		M	5,134	05/06/2006 <sup>(5)</sup> 05/06/2015	Common Stock	5,134
Employee Stock Option	\$ 33.22	11/06/2014		M	3,000	05/06/2006 <sup>(5)</sup> 05/06/2015	Common Stock	3,000
Employee Stock Option	\$ 54.17					04/27/2008 <sup>(6)</sup> 04/27/2017	Common Stock	15,000
Employee Stock Option	\$ 41.82					05/13/2011 <sup>(6)</sup> 05/13/2021	Common Stock	15,000
Employee Stock	\$ 39.29					05/04/2012 <sup>(6)</sup> 05/04/2022	Common Stock	15,000

Option					
Employee					
Stock	\$ 44.42		05/10/2013 <sup>(6)</sup>	05/10/2023	Common Stock 20,00
Option					
Employee					
Stock	\$ 47.03		05/09/2014 <sup>(6)</sup>	05/09/2024	Common Shares 20,00
Option					

## 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. 11/10/2014  
Schneider

            
\*\*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 October 31, 2014 Dividend Reinvestment Plan award of 3.724 shares.
- (2) Balance increased by October 31, 2014 Dividend Reinvestment Plan award of 3.976 shares.
- (3) Balance increased by October 31, 2014 Dividend Reinvestment Plan award of 3.883 shares.

- (4) 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.
- (5) The options will vest 25% per year over four years from the date of grant.
- (6) The options vest 25% per year over four years from the date of grant.

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.