

HOME DEPOT INC
Form 8-K
August 29, 2006

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

**FORM 8-K
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): August 24, 2006

THE HOME DEPOT, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-8207

95-3261426

(State or Other Jurisdiction
of Incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

2455 Paces Ferry Road, N.W. Atlanta, Georgia 30339

(Address of Principal Executive Offices) (Zip Code)

(770) 433-8211

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On August 24, 2006, the Board of Directors of the Company, upon recommendation of the Nominating and Corporate Governance Committee, approved an amendment to Article I, Section 7 of the Company's Bylaws to change the voting standard for uncontested elections of directors from plurality to a majority of votes cast. A majority of the votes cast means that the number of shares voted for a director must exceed the number of shares voted against that director. In contested elections where the number of nominees exceeds the number of directors to be elected, the vote standard will continue to be a plurality of votes cast.

In addition, if a nominee who already serves as a director is not elected, the director shall offer to tender his or her resignation to the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board on whether to accept or reject the director's offer to tender his or her resignation, or whether other action should be taken. The Board will act on the Committee's recommendation and publicly disclose its decision within 90 days from the date of the certification of the election results. The director who offers to tender his or her resignation will not participate in the Board's decision. If the failure of a nominee to be elected at the annual meeting results in a vacancy on the Board, that vacancy can be filled by action of the Board.

The amended Bylaws became effective on August 24, 2006 and are attached as Exhibit 3.1.

Item 8.01. Other Events.

The Company's press release announcing the adoption of a majority vote standard for director elections is furnished as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

Exhibit	Description
3.1	Bylaws of The Home Depot, Inc., as amended and restated effective August 24, 2006
99.1	Press Release of The Home Depot, Inc. Dated August 29, 2006

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE HOME DEPOT, INC.

By: /s/ Frank L. Fernandez

Name: Frank L. Fernandez

Title: Executive Vice President, Secretary
and General Counsel

Date: August 28, 2006

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EXHIBIT INDEX

Exhibit	Description
3.1	Bylaws of The Home Depot, Inc., as amended and restated effective August 24, 2006
99.1	Press Release of The Home Depot, Inc. Dated August 29, 2006