

SAUL CENTERS INC
Form 4
August 22, 2016

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)
08/18/2016

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | | | | | 558.72 ⁽¹⁾ | I | Daughter |
| Common Shares | | | | | 545.66 ⁽²⁾ | I | Daughter-2 |
| Series C Preferred Stock | | | | | 3,000 | D | |
| Common Shares | | | | | 8,607.64 | I ⁽³⁾ | 401K |
| Common Shares | 08/18/2016 | | M | 4,200 A | \$ 41.82 | 12,598.3 | D |

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| | | | | | | | |
|---------------|------------|---|-------|---|----------|----------|---|
| Common Shares | 08/18/2016 | S | 4,200 | D | \$ 65.5 | 8,398.3 | D |
| Common Shares | 08/22/2016 | M | 1,800 | A | \$ 41.82 | 10,198.3 | D |
| Common Shares | 08/22/2016 | S | 1,800 | D | \$ 65.59 | 8,398.3 | D |
| Common Shares | 08/22/2016 | M | 1,000 | A | \$ 41.82 | 9,398.3 | 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option | \$ 41.82 | 08/18/2016 | | M | 4,200 | 05/13/2011 ⁽⁴⁾ 05/13/2021 | Common Stock 4,200 |
| Employee Stock Option | \$ 41.82 | 08/22/2016 | | M | 1,800 | 05/13/2011 ⁽⁴⁾ 05/13/2021 | Common Stock 1,800 |
| Employee Stock Option | \$ 41.82 | 08/22/2016 | | M | 1,000 | 05/13/2011 ⁽⁴⁾ 05/13/2021 | Common Stock 1,000 |
| Employee Stock Option | \$ 39.29 | | | | | 05/04/2012 ⁽⁴⁾ 05/04/2022 | Common Stock 15,000 |
| Employee Stock Option | \$ 44.42 | | | | | 05/10/2013 ⁽⁴⁾ 05/10/2023 | Common Stock 20,000 |
| Employee Stock Option | \$ 47.03 | | | | | 05/09/2014 ⁽⁴⁾ 05/09/2024 | Common Stock 20,000 |

| | | | | | | |
|-----------------------------|----------|--|---------------------------|------------|-----------------|-------|
| Stock Option | | | | | Stock | |
| Employee Stock Option | \$ 51.07 | | 05/08/2015 ⁽⁴⁾ | 05/08/2025 | Common Stock | 20,00 |
| Employee Stock Option | \$ 57.74 | | 05/06/2016 ⁽⁴⁾ | 05/06/2026 | Common Stock | 20,00 |

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

08/22/2016

**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 29, 2016 Dividend Reinvestment Plan award of 3.972 shares.
- (2) Balance increased by July 29, 2016 Dividend Reinvestment Plan award of 3.879 shares.
- (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 stock held by 2 sons and in

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