

HOME DEPOT INC
Form 4
May 23, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
FERNANDEZ FRANK L

(Last) (First) (Middle)
2455 PACES FERRY ROAD
(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOME DEPOT INC [HD]

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2005

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)
EVP - Sec. and Gen. Counsel

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| \$.05 Common Stock | 08/16/2004 | | F | | 1,947 D \$ 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
Common Stock Share Equivalents 03/24/2005 A 4.4829⁽¹⁾ A \$ 0 1,673.0035 I By 401(k) Trust

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

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | 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

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.

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