

CHAPOTON JOHN E

Form 4

November 14, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CHAPOTON JOHN E

(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)  
11/12/2018

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)

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)
			Code	V	Amount	(A) or (D) Price			
Common Shares	11/12/2018		M		2,500	A \$ 32.68	9,127.851 <sup>(1)</sup>	D	
Common Shares	11/12/2018		M		2,500	A \$ 38.76	11,627.851	D	
Common Shares	11/12/2018		M		2,500	A \$ 41.82	14,127.851	D	
Common Shares	11/12/2018		M		2,500	A \$ 39.29	16,627.851	D	
Common Shares	11/12/2018		S		10,000	D \$ 50.04	6,627.851	D	

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

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SEC 1474  
(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
Phantom Stock <u>(2)</u>	\$ 50.87 <u>(3)</u>							<u>(4)</u>	<u>(4)</u>	Common Stock	14,390.62
Stock Option	\$ 32.68	11/12/2018		M		2,500		04/24/2009	04/24/2019	Common Stock	2,500
Stock Option	\$ 38.76	11/12/2018		M		2,500		05/07/2010	05/07/2020	Common Stock	2,500
Stock Option	\$ 41.82	11/12/2018		M		2,500		05/13/2011	05/13/2021	Common Stock	2,500
Stock Option	\$ 39.29	11/12/2018		M		2,500		05/04/2012	05/04/2022	Common Stock	2,500
Stock Option	\$ 44.42							05/10/2013	05/10/2023	Common Stock	2,500
Stock Option	\$ 47.03							05/09/2014	05/09/2024	Common Stock	2,500
Stock Option	\$ 51.07							05/08/2015	05/08/2025	Common Stock	2,500
Stock Option	\$ 57.74							05/06/2016	05/06/2026	Common Stock	2,500
Stock Option	\$ 59.41							05/05/2017	05/05/2027	Common Stock	2,500
Stock Option	\$ 49.46							05/11/2018	05/11/2028	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
CHAPOTON JOHN E 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814	X

## Signatures

Scott V. Schneider, by Power of  
Attorney

11/14/2018

\_\_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, 2018 Dividend Reinvestment Plan award of 38.573 shares.

Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his director's fees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.

(3) 1 for 1

(4) The conversion of phantom stock into shares of the issuer's common stock is governed pursuant to terms of the issuer's Deferred Compensation Plan under its 2004 Stock Plan, as amended, and the reporting person's Deferred Fee Agreement.

Includes 150.086 shares (\$49.3390/share) awarded October 31, 2018 as dividend reinvestments on shares of phantom stock held by the reporting person pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and shares of phantom stock issued under the issuer's Deferred Compensation Stock Plan for Directors.

### Remarks:

On 4/25/18 2,500 Options from the 2008 Class expired.

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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