

SCHNEIDER SCOTT V  
Form 4  
May 08, 2012

**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

2. Issuer Name and Ticker or Trading Symbol  
SAUL CENTERS INC [BFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
7501 WISCONSIN AVENUE, 15TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
05/04/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

Sr. Vice President-CFO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BETHESDA, MD 20814

(City) (State) (Zip)

**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 Price                                    |                                                                                               |                                                          |                                                       |
| Common Shares                   |                                      |                                                    |                                |                                                                   | 455.069 <sup>(2)</sup>                                                                        | I                                                        | Child-Eric                                            |
| Common Shares                   |                                      |                                                    |                                |                                                                   | 455.069 <sup>(3)</sup>                                                                        | I                                                        | Child-Carson                                          |
| Common Shares                   |                                      |                                                    |                                |                                                                   | 485.88 <sup>(4)</sup>                                                                         | I                                                        | Child-Clara                                           |
| Common Shares                   |                                      |                                                    |                                |                                                                   | 474.52 <sup>(5)</sup>                                                                         | I                                                        | Child-Lindsey                                         |
| Series B Preferred Stock        |                                      |                                                    |                                |                                                                   | 2,500                                                                                         | D                                                        |                                                       |

Common Shares 8,397.38 D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** 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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                            |
| Employee Stock Option                      | \$ 24.91                                               |                                      |                                                    |                                |                                                                                         | 05/23/2004 <sup>(1)</sup> 05/23/2013                     | Common Stock 6,000                                          |
| Employee Stock Option                      | \$ 25.78                                               |                                      |                                                    |                                |                                                                                         | 04/26/2005 <sup>(1)</sup> 04/26/2014                     | Common Stock 7,500                                          |
| Employee Stock Option                      | \$ 33.22                                               |                                      |                                                    |                                |                                                                                         | 05/06/2006 <sup>(1)</sup> 05/06/2015                     | Common Stock 15,000                                         |
| Employee Stock Option                      | \$ 54.17                                               |                                      |                                                    |                                |                                                                                         | 04/27/2008 <sup>(1)</sup> 04/27/2017                     | Common Stock 15,000                                         |
| Employee Stock Option                      | \$ 41.82                                               |                                      |                                                    |                                |                                                                                         | 05/13/2011 <sup>(1)</sup> 05/13/2021                     | Common Stock 15,000                                         |
| Employee Stock Option                      | \$ 39.29                                               | 05/04/2012                           |                                                    | A                              | 15,000                                                                                  | 05/04/2012 05/04/2022                                    | Common Stock 15,000                                         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

