

SAUL CENTERS INC

Form 4

September 24, 2008

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CARACI PHILIP D

(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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                           | Price                                                             |
| Common<br>Shares                      |                                         |                                                             |                                         |                                                                         | 3,119.136 <sup>(6)</sup>                                                                                           | I                                                                          | Wifes-IRA                                                         |
| Common<br>Shares                      |                                         |                                                             |                                         |                                                                         | 51,116                                                                                                             | D <sup>(1)</sup>                                                           |                                                                   |
| Common<br>Shares                      |                                         |                                                             |                                         |                                                                         | 49,017.087 <sup>(7)</sup>                                                                                          | I                                                                          | Wifes-Trust                                                       |
| Series B<br>Preferred<br>Stock        |                                         |                                                             |                                         |                                                                         | 2,000                                                                                                              | I                                                                          | Wifes- Trust                                                      |
| Common<br>Shares                      | 09/23/2008                              |                                                             | M                                       |                                                                         | 2,500                                                                                                              | A                                                                          | \$<br>25.78                                                       |
|                                       |                                         |                                                             |                                         |                                                                         | 39,161.633 <sup>(5) (8)</sup>                                                                                      | I                                                                          | Self-Trust                                                        |

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|               |            |   |       |   |          |                   |   |            |
|---------------|------------|---|-------|---|----------|-------------------|---|------------|
| Common Shares | 09/23/2008 | S | 2,500 | D | \$ 50    | 36,661.633<br>(5) | I | Self-Trust |
| Common Shares | 09/23/2008 | M | 2,500 | A | \$ 33.22 | 39,161.633<br>(5) | I | Self-Trust |
| Common Shares | 09/23/2008 | S | 2,500 | D | \$ 50    | 36,661.633<br>(5) | I | Self-Trust |

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 Securities (Instr. 3 and 4) |                 |              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title        | Amount or Number of Shares |
| Stock Option                               | \$ 25.78                                               | 09/23/2008                           |                                                    | M                              |                                                                                         | 2,500                                                    |     | 04/26/2004                                                    | 04/26/2014      | Common Stock | 2,500                      |
| Stock Option                               | \$ 33.22                                               | 09/23/2008                           |                                                    | M                              |                                                                                         | 2,500                                                    |     | 05/06/2005                                                    | 05/06/2015      | Common Stock | 2,500                      |
| Phantom Stock <sup>(4)</sup>               | \$ 48.35 <sup>(2)</sup>                                |                                      |                                                    |                                |                                                                                         |                                                          |     | <sup>(3)</sup>                                                | <sup>(3)</sup>  | Common Stock | 153.051                    |
| Stock Option                               | \$ 40.35                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 05/01/2006                                                    | 05/06/2016      | Common Stock | 2,500                      |
| Stock Option                               | \$ 54.17                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 04/27/2007                                                    | 04/27/2017      | Common Stock | 2,500                      |
| Stock Option                               | \$ 50.15                                               |                                      |                                                    |                                |                                                                                         |                                                          |     | 04/25/2008                                                    | 04/25/2018      | Common Stock | 2,500                      |

## Reporting Owners

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

CARACI PHILIP D  
7501 WISCONSIN AVENUE  
15TH FLOOR  
BETHESDA, MD 20814

## Signatures

Scott V. Schneider, by Power of  
Attorney

09/24/2008

\_\_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) Self-IRA

(2) 1 for 1

(3) Under the terms of the reporting person's Deferred Fee Agreement, payment of shares of the issuer's common stock commences at such time as the reporting person ceases to be a director of the issuer. Payment will be a lump sum upon termination of directorship.

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.

(5) Self-Trust. Reporting person is a Trustee.

(6) Balance increased by July 31, 2008 Dividend Reinvestment Plan award of 31.027 shares.

(7) Balance increased by July 31, 2008 Dividend Reinvestment Plan award of 35.464 shares.

(8) Balance increased by July 31, 2008 Dividend Reinvestment Plan award of 17.404 shares.

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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