

SAUL CENTERS INC
Form 5
February 04, 2014

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
NETTER CHRISTOPHER

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

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 Pres.-Retail Leasing

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|----------|
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 486.144 ⁽¹⁾ I | Wife-IRA |
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 227.095 ⁽²⁾ D ⁽³⁾ | ^ |

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

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SEC 2270 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option | \$ 33.22 | Â | Â | Â | Â Â | 05/06/2006 ⁽⁴⁾ 05/06/2015 | Common Stock 16,000 |
| Employee Stock Option | \$ 54.17 | Â | Â | Â | Â Â | 04/27/2008 ⁽⁴⁾ 04/27/2017 | Common Stock 15,000 |
| Employee Stock Option | \$ 41.82 | Â | Â | Â | Â Â | 05/13/2011 ⁽⁴⁾ 05/13/2021 | Common Stock 15,000 |
| Employee Stock Option | \$ 39.29 | Â | Â | Â | Â Â | 05/04/2012 ⁽⁴⁾ 05/04/2022 | Common Stock 15,000 |
| Employee Stock Option | \$ 44.42 | Â | Â | Â | Â Â | 05/10/2013 ⁽⁴⁾ 05/10/2023 | Common Stock 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NETTER CHRISTOPHER 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA,Â MDÂ 20814 | Â | Â | Â Sr. Vice Pres.-Retail Leasing | Â |

Signatures

Scott V. Schneider, by Power of Attorney
02/04/2014

__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 31, 2013 Dividend Reinvestment Plan award and October 31, 2013 award of 3.811 shares and 3.753 shares, respectively.
- (2) Balance increased by July 31, 2013 Dividend Reinvestment Plan award and October 31, 2013 award of 1.780 shares and 1.753 shares, respectively.
- (3) Self-IRA
- (4) The options vest 25% per year over four years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.