

SAUL CENTERS INC
Form 4
December 09, 2004

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 *
MILLSPAUGH M LAURENCE III

(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)
12/07/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President-Acquis. & Dev.

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares | | | | (A) or (D) | 307,782 ⁽²⁾ | I | Child-Martin |
| Common Shares | 12/07/2004 | | M | 7,500 A | \$ 24.91 7,500 | D | |
| Common Shares | 12/07/2004 | | S | 1,000 D | \$ 38.905 6,500 | D | |
| Common Shares | 12/07/2004 | | S | 300 D | \$ 38.68 6,200 | D | |
| Common Shares | 12/07/2004 | | S | 200 D | \$ 38.56 6,000 | D | |

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| | | | | | | | |
|---------------|------------|---|-------|---|----------|-------|---|
| Common Shares | 12/07/2004 | S | 200 | D | \$ 38.42 | 5,800 | D |
| Common Shares | 12/07/2004 | S | 400 | D | \$ 38.26 | 5,400 | D |
| Common Shares | 12/08/2004 | S | 2,000 | D | \$ 37.51 | 3,400 | D |
| Common Shares | 12/08/2004 | S | 1,000 | D | \$ 37.56 | 2,400 | D |
| Common Shares | 12/09/2004 | S | 500 | D | \$ 37.01 | 1,900 | D |
| Common Shares | 12/09/2004 | S | 100 | D | \$ 37 | 1,800 | D |
| Common Shares | 12/09/2004 | S | 300 | D | \$ 36.99 | 1,500 | D |
| Common Shares | 12/09/2004 | S | 200 | D | \$ 37 | 1,300 | D |
| Common Shares | 12/09/2004 | S | 300 | D | \$ 37.06 | 1,000 | D |
| Common Shares | 12/09/2004 | S | 500 | D | \$ 37.21 | 500 | D |
| Common Shares | 12/09/2004 | S | 500 | D | \$ 37.41 | 0 | 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.

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Employee Common | \$ 25.78 | | | Code V | (A) (D) | Date Exercisable: 04/26/2005 ⁽¹⁾ Expiration Date: 04/26/2014 | Title: Common Stock Amount or Number of Shares: 15,000 |

Stock

Employee

Common Stock \$ 24.91 12/07/2004 M 7,500 05/23/2004⁽¹⁾ 05/23/2013 Common Stock 7,500

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLSPAUGH M LAURENCE III 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814 | | | Vice President-Acquis. & Dev. | |

Signatures

Scott V. Schneider, by Power of Attorney

12/09/2004

__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) The option will vest 25% per year over four years from the date of the grant.
- (2) Balance increased by July 31, 2004 and October 31, 2004 Dividend Reinvestment Plan awards of 4.021 shares and 3.761 shares, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space 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.