

HOME DEPOT INC
Form 4
August 23, 2006

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 *
DERODES ROBERT P

(Last) (First) (Middle)
2455 PACES FERRY ROAD

(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOME DEPOT INC [HD]

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2006

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)
EVP - Chief Info. Officer

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 or Price | | |
| \$.05 Common Stock | 03/23/2006 | | A | | 4.4275 (1) | A | \$ 0 390,326.8047 D |
| \$.05 Common Stock | 06/22/2006 | | A | | 5.2295 (1) | A | \$ 0 390,332.0342 D |
| \$.05 Common Stock | 08/21/2006 | | F | | 4,245 | D | \$ 34.3 386,704.623 (2) D |
| \$.05 Common | 03/23/2006 | | A | | 1.5823 (1) | A | \$ 0 391.1942 I By 401(k) |

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| | | | | | | | | | |
|---|------------|--|---|----------------------|---|------|----------|---|-----------------------|
| Stock Share Equivalents | | | | | | | | | Trust |
| \$.05 Common Stock Share Equivalents | 06/22/2006 | | A | <u>1.9614</u> (1) | A | \$ 0 | 393.1556 | I | By 401(k) 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 |
| Restoration Plan Stock Units | (3) | 03/23/2006 | | A | 9.51 (1) | (3) (3) | Common Stock 9.51 |
| Restoration Plan Stock Units | (3) | 06/22/2006 | | A | 11.4595 (1) | (3) (3) | Common Stock 11.4595 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| DERODES ROBERT P 2455 PACES FERRY ROAD ATLANTA, GA 30339 | EVP - Chief Info. Officer |

Signatures

/s/ Rita L. Fadell,
Attorney-in-Fact 08/23/2006

__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) Acquired pursuant to quarterly dividend.

(2) Includes 617,588 shares acquired pursuant to Employee Stock Purchase Plan on June 30, 2006.

(3) The restoration plan stock units were acquired under The Home Depot FutureBuilder Restoration Plan and convert to shares of common stock on a one-for-one basis upon a distribution event under the terms of the Plan.

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.