### Edgar Filing: Caldwell Kirbyjon H - Form 4

Caldwell Kirbyjon H Form 4 June 10, 2011							
FORM 4 UNI	ITED STATES		S AND EXCHANGE on, D.C. 20549	E COMMISSION		PPROVAL 3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	Expires: Estimated burden hou response	urs per					
(Print or Type Responses)							
1. Name and Address of Re Caldwell Kirbyjon H	porting Person <u>*</u>	Symbol	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) P.O. BOX 66100 - HD	(Middle)	3. Date of Earliest (Month/Day/Year 06/09/2011		X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street) CHICAGO, IL 60666		4. If Amendment, Filed(Month/Day/Y	-	<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City) (State)	(Zip)			Person			
	on Date 2A. Deem (Year) Execution any	ed 3. Date, if Transac Code ay/Year) (Instr. 8	<ul> <li><b>h-Derivative Securities</b></li> <li>4. Securities</li> <li>tionAcquired (A) or</li> <li>Disposed of (D)</li> <li>) (Instr. 3, 4 and 5)</li> <li>(A)</li> <li>or</li> <li>V Amount (D) Price</li> </ul>	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	
Reminder: Report on a separ	rate line for each c	lass of securities be	Persons who re- information con required to resp	or indirectly. spond to the collec tained in this form ond unless the for ntly valid OMB cor	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Units	<u>(1)</u>	06/09/2011		А		3,636.36 (2)		(3)	(3)	Common Stock	3,636.36

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer Other				
Caldwell Kirbyjon H P.O. BOX 66100 - HDQLD CHICAGO, IL 60666	Х						
Signatures							
/s/ Sarah Hagy for Kirbyjon H. Caldwell		06/10/	2011				
**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).

Each share unit represents the economic equivalent of one share of common stock. At time of settlement, Reporting Person will receive a(1) cash payment equal to the number of share units multiplied by the average of the high and low sale prices of a share of the Company's common stock on the date of settlement.

Additional share units accrue when and as dividends are paid on the Company's common stock. The number of share units accrued will(2) be equal to the dollar amount of dividends that would be payable if the share units were actual shares of common stock, divided by the average of the high and low sale prices of a share of the Company's common stock on the date dividends are paid.

(3) Delivery of a cash payment in settlement of the share units will be made on June 9, 2012.

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.