

BRENNEMAN GREGORY D

Form 4

February 24, 2012

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BRENNEMAN GREGORY D

(Last) (First) (Middle)

24 WATERWAY AVENUE, SUITE
750

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2012

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 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 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	(A) or (D)	Price
\$.05 Common Stock	02/22/2012		M		3,750	A	\$ 40.95
25,082							D
\$.05 Common Stock	02/22/2012		M		1,250	A	\$ 33.86
26,332							D
\$.05 Common Stock	02/22/2012		M		5,000	A	\$ 32.49
31,332							D
\$.05 Common	02/22/2012		M		2,500	A	\$ 32.76
33,832							D

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Stock

\$.05 Common Stock	02/22/2012	M	7,500	A	\$ 35.84	41,332	D	
\$.05 Common Stock	02/22/2012	M	1,500	A	\$ 32.9	42,832	D	
\$.05 Common Stock	02/22/2012	M	9,000	A	\$ 39.97	51,832	D	
\$.05 Common Stock	02/22/2012	S	30,500	D	\$ 47.02	21,332	D	
\$.05 Common Stock						50	I	By Son

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

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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)	8. Amount or Number of Shares
Stock Options	\$ 40.95	02/22/2012		M	3,750	(1) 05/28/2012	Common Stock	3,750
Stock Options	\$ 33.86	02/22/2012		M	1,250	(1) 08/21/2012	Common Stock	1,250
Stock Options	\$ 32.49	02/22/2012		M	5,000	(1) 05/30/2013	Common Stock	5,000
Stock Options	\$ 32.76	02/22/2012		M	2,500	(1) 08/20/2013	Common Stock	2,500

Stock Options	\$ 35.84	02/22/2012	M	7,500	<u>(1)</u>	05/26/2014	Common Stock	7,500
Stock Options	\$ 32.9	02/22/2012	M	1,500	<u>(1)</u>	08/05/2014	Common Stock	1,500
Stock Options	\$ 39.97	02/22/2012	M	9,000	<u>(1)</u>	05/26/2015	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRENNEMAN GREGORY D 24 WATERWAY AVENUE SUITE 750 THE WOODLANDS, TX 77380	X			

Signatures

/s/ Stacy S. Ingram,
Attorney-in-Fact

02/24/2012

 **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 options have vested in their entirety and are fully exercisable.

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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