

SCHNEIDER SCOTT V  
Form 4  
May 01, 2007

**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 \*  
SCHNEIDER SCOTT V

2. Issuer Name and Ticker or Trading Symbol  
SAUL CENTERS INC [BFS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
7501 WISCONSIN AVENUE, 15TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
04/27/2007

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. Vice President-CFO

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

BETHESDA, MD 20814

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |   |
| Common Shares                   |                                      |  |                                |   | 368.528 <sup>(2)</sup>  | I  | Child-Eric  |
| Common Shares                   |                                      |  |                                |   | 368.528 <sup>(3)</sup>  | I  | Child-Carson  |
| Common Shares                   |                                      |  |                                |   | 393.49 <sup>(4)</sup>   | I  | Child-Clara   |
| Common Shares                   |                                      |  |                                |   | 384.28 <sup>(5)</sup>   | I  | Child-Lindsey   |
| Common Shares                   |                                      |  |                                |   | 6,988.376 <sup>(6)</sup>  | D  |   |

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option                      | \$ 24.91   |                                      |  |                                |   | 05/23/2004 <sup>(1)</sup> 05/23/2013                     | Common Stock  | 20,5                       |
| Employee Stock Option                      | \$ 25.78   |                                      |  |                                |   | 04/26/2005 <sup>(1)</sup> 04/26/2014                     | Common Stock  | 15,0                       |
| Employee Stock Option                      | \$ 33.22   |                                      |  |                                |   | 05/06/2006 <sup>(1)</sup> 05/06/2015                     | Common Stock  | 15,0                       |
| Employee Stock Option                      | \$ 54.17   | 04/27/2007                           |  | A                              | 15,000  | 04/27/2008 <sup>(1)</sup> 04/27/2017                     | Common Stock  | 15,0                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| SCHNEIDER SCOTT V<br>7501 WISCONSIN AVENUE<br>15TH FLOOR<br>BETHESDA, MD 20814 |               |           | Sr. Vice<br>President-CFO |       |

## Signatures

Scott V. Schneider 05/01/2007

\*\*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 will vest 25% per year over four years from the date of grant.
- (2) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 2.939 shares.
- (3) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 2.939 shares.
- (4) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 3.138 shares.
- (5) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 3.065 shares.
- (6) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 55.733 shares.

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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