

NOONAN PATRICK F  
Form 4  
October 03, 2012

**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 \*  
NOONAN PATRICK F

(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)  
10/01/2012

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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |  |
|                                 |                                      |  |                                | Code  | V   | Amount   |  |
| Series B Preferred Stock        |                                      |  |                                |   | 10,000  | D  |  |
| Common Shares                   |                                      |  |                                |   | 6,016   | I  | Wife                                       |
| Series B Preferred Stock        |                                      |  |                                |   | 10,000  | I  | Wife                                       |
| Series A Preferred Stock        |                                      |  |                                |   | 4,000   | D <sup>(4)</sup>   |  |

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Common  
Shares

8,512.101 D

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

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option                               | \$ 33.22   |                                      |  |                                |   | 05/06/2005 05/06/2015                                    | Common Stock  | 2,500                         |
| Phantom Stock <sup>(2)</sup>               | \$ 44.76 <sup>(1)</sup>                                | 10/01/2012                           |  | A                              | 206.1   | <u>(3)</u> <u>(3)</u>                                    | Common Stock  | 206.1                         |
| Stock Option                               | \$ 40.35   |                                      |  |                                |   | 05/01/2006 05/01/2016                                    | Common Stock  | 2,500                         |
| Stock Option                               | \$ 54.17   |                                      |  |                                |   | 04/27/2007 04/27/2017                                    | Common Stock  | 2,500                         |
| Stock Option                               | \$ 50.15   |                                      |  |                                |   | 04/25/2008 04/25/2018                                    | Common Stock  | 2,500                         |
| Stock Option                               | \$ 32.68   |                                      |  |                                |   | 04/24/2009 04/24/2019                                    | Common Stock  | 2,500                         |
| Stock Option                               | \$ 38.76   |                                      |  |                                |   | 05/07/2010 05/07/2020                                    | Common Stock  | 2,500                         |
| Stock Option                               | \$ 41.82   |                                      |  |                                |   | 05/13/2011 05/13/2021                                    | Common Stock  | 2,500                         |
| Stock Option                               | \$ 39.29   |                                      |  |                                |   | 05/04/2012 05/04/2022                                    | Common Stock  | 2,500                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| NOONAN PATRICK F<br>7501 WISCONSIN AVENUE<br>15TH FLOOR<br>BETHESDA, MD 20814 | X             |           |         |       |

## Signatures

Scott V. Schneider, by Power of Attorney

10/03/2012

\*\*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) 1 for 1

Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his director's fees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.

(3) The conversion of phantom stock into shares of the issuer's common stock is governed pursuant to terms of the issuer's Deferred Compensation Plan under its 2004 Stock Plan, as amended, and the reporting person's Deferred Fee Agreement.

(4) Self-IRA

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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