

Ellison Marvin R
Form 4
August 17, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Ellison Marvin R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/15/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - U.S. Stores

ATLANTA, GA 30339
(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
\$.05 Common Stock	08/15/2012		M		\$ 33.86	267,972	D
\$.05 Common Stock	08/15/2012		M		\$ 24.55	281,972	D
\$.05 Common Stock	08/15/2012		M		\$ 26.84	339,188	D
\$.05 Common	08/15/2012		M		\$ 18.52	384,518	D

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Stock								
\$.05 Common Stock	08/15/2012		M	56,843	A	\$ 23.28	441,361	D
\$.05 Common Stock	08/15/2012		M	29,331	A	\$ 32.32	470,692	D
\$.05 Common Stock	08/15/2012		S	217,720	D	\$ 55.02	252,972	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 33.86	08/15/2012		M	15,000	<u>(1)</u>	08/21/2012	Common Stock	15,000
Employee Stock Options	\$ 24.55	08/15/2012		M	14,000	<u>(1)</u>	03/18/2013	Common Stock	14,000
Employee Stock Options	\$ 26.84	08/15/2012		M	57,216	<u>(1)</u>	03/18/2018	Common Stock	57,216
Employee Stock Options	\$ 18.52	08/15/2012		M	45,330	<u>(1)</u>	11/19/2018	Common Stock	45,330
Employee Stock Options	\$ 23.28	08/15/2012		M	56,843	<u>(1)</u>	03/24/2019	Common Stock	56,843

Employee									
Stock	\$ 32.32	08/15/2012		M	29,331	(1)	03/23/2020	Common	29,331
Options								Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ellison Marvin R 2455 PACES FERRY ROAD ATLANTA, GA 30339			EVP - U.S. Stores	

Signatures

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

08/17/2012

**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. 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.