

HOME DEPOT INC
Form 4
February 27, 2015

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 *
TOME CAROL B

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

3. Date of Earliest Transaction (Month/Day/Year)
02/25/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO & EVP - Corp. Services

(Street)
ATLANTA, GA 30339

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

(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)
			Code	V	Amount	(A) or (D)	Price
\$.05 Common Stock	02/25/2015		M		100,000	A	\$ 32.32
\$.05 Common Stock	02/25/2015		M		43,381	A	\$ 23.28
\$.05 Common Stock	02/25/2015		S		143,381	D	\$ 116.33
\$.05 Common	02/26/2015		G	V	17,131	D	\$ 0

Stock

\$.05
Common Stock 02/26/2015 A 25,470⁽¹⁾ A \$ 0 593,420.1065 D

\$.05
Common Stock 02/26/2015 F 12,214 D \$ 115.38 581,206.1065 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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
Employee Stock Options	\$ 32.32	02/25/2015		M	100,000	<u>(2)</u> 03/23/2020 ⁽³⁾	Common Stock 100,000
Employee Stock Options	\$ 23.28	02/25/2015		M	43,381	<u>(2)</u> 03/24/2019 ⁽²⁾	Common Stock 43,381

Reporting Owners

Reporting Owner Name / Address	Relationships
TOME CAROL B 2455 PACES FERRY ROAD ATLANTA, GA 30339	Director 10% Owner Officer CFO & EVP - Corp. Services

Signatures

/s/ Stacy S. Ingram,
Attorney-in-Fact 02/27/2015

**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) Reflects performance shares earned upon vesting of the Fiscal 2012-2014 performance share award.
- (2) The options have vested in their entirety and are fully exercisable.
- (3) The stock options were issued under The Home Depot, Inc. 2005 Omnibus Stock Incentive Plan. 125,707 of the options are currently exercisable and 41,903 options become exercisable on 03/24/2015.

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.