

SAUL CENTERS INC

Form 5

February 09, 2016

FORM 5**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).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
SHERREN CHARLES W JR

(Last) (First) (Middle)

7501 WISCONSIN
AVENUE, 15TH FLOOR

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

Sr. VP- Property Management

6. Individual or Joint/Group Reporting

(check applicable line)

BETHESDA, MD 20814

____X____ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	Â	Â	Â	Â Â Â Â	4,849.37 ⁽¹⁾	D	Â
Common Shares	Â	Â	Â	Â Â Â Â	9,647.45	I ⁽²⁾	401K

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

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SEC 2270
(9-02)

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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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 54.17	Â	Â	Â	Â Â	04/27/2008 ⁽³⁾ 04/27/2017	Common Stock 10,000
Employee Stock Option	\$ 41.82	Â	Â	Â	Â Â	05/13/2011 ⁽³⁾ 05/13/2021	Common Stock 10,000
Employee Stock Option	\$ 39.29	Â	Â	Â	Â Â	05/04/2012 ⁽³⁾ 05/04/2022	Common Stock 10,000
Employee Stock Option	\$ 44.42	Â	Â	Â	Â Â	05/10/2013 ⁽³⁾ 05/10/2023	Common Stock 10,000
Employee Stock Option	\$ 47.03	Â	Â	Â	Â Â	05/09/2014 ⁽³⁾ 05/09/2024	Common Shares 10,000
Employee Stock Option	\$ 51.07	Â	Â	Â	Â Â	05/08/2015 05/08/2025	Common Shares 10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHERREN CHARLES W JR 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814	Â	Â	Â Sr. VP-Property Management	Â

Signatures

Scott V. Schneider, by Power of
Attorney

02/09/2016

__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) Balance increased by July 31, 2015 Dividend Reinvestment Plan award, October 30, 2015 award, and January 29, 2016 award of 40.433 shares, 36.808 shares and 41.984 shares, respectively.
- (2) Effective April 1, 2009, shares formerly held by the B.F. Saul Company Employees' Profit Sharing Reinvestment Trust were distributed to the individual 401(k) plan accounts of participants. The number of shares reported represents the reporting person's beneficial ownership interest in the Saul Centers stock fund of the 401(k) plan.
- (3) The options vest 25% per year over four years from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.