

SAUL CENTERS INC  
Form 4  
May 16, 2016

**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

(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)  
05/12/2016

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)  
Sr. Vice President-CFO

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)
			Code	V Amount (D) Price			
Common Shares					554.75	I	Daughter
Common Shares					541.78	I	Daughter-2
Series C Preferred Stock					3,000	D	
Common Shares					8,492.31	I <sup>(1)</sup>	401K
Common Shares	05/12/2016		M	897 A \$ 54.17	9,295.3	D	

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Common Shares	05/12/2016	S	897	D	\$ 57.5	8,398.3	D
Common Shares	05/16/2016	M	4,103	A	\$ 54.17	12,501.3	D
Common Shares	05/16/2016	S	4,103	D	\$ 57.5974	8,398.3	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 54.17	05/12/2016		M	897	04/27/2007 <sup>(2)</sup> 04/27/2017	Common Stock	897	
Employee Stock Option	\$ 54.17	05/16/2016		M	4,103	04/27/2007 <sup>(2)</sup> 04/27/2017	Common Stock	4,103	
Employee Stock Option	\$ 41.82					05/13/2011 <sup>(2)</sup> 05/13/2021	Common Stock	15,000	
Employee Stock Option	\$ 39.29					05/04/2012 <sup>(2)</sup> 05/04/2022	Common Stock	15,000	
Employee Stock Option	\$ 44.42					05/10/2013 <sup>(2)</sup> 05/10/2023	Common Stock	20,000	
Employee Stock Option	\$ 47.03					05/09/2014 <sup>(2)</sup> 05/09/2024	Common Stock	20,000	

Employee Stock Option	\$ 51.07		05/08/2015 <sup>(2)</sup>	05/08/2025	Common Stock	20,000
Employee Stock Option	\$ 57.74		05/06/2016 <sup>(2)</sup>	05/06/2026	Common Stock	20,000

## Reporting Owners

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

## Signatures

Scott V. Schneider  
05/16/2016

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) 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.
  - (2) The options vest 25% per year over four years from the date of grant.

### Remarks:

The reporting person no longer has a reportable beneficial interest in 1,004,442 shares of common stock held by 2 sons and in

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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