

SAUL CENTERS INC  
Form 4  
May 13, 2014

**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 \*  
**SCHNEIDER SCOTT V**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**7501 WISCONSIN AVENUE, 15TH FLOOR**

3. Date of Earliest Transaction (Month/Day/Year)  
**05/09/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Sr. Vice President-CFO**

(Street)  
**BETHESDA, MD 20814**

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 (D) Price			
Common Shares					486.587 <sup>(1)</sup>	I	Child-Eric
Common Shares					486.587 <sup>(1)</sup>	I	Child-Carson
Common Shares					519.533 <sup>(2)</sup>	I	Child-Clara
Common Shares					507.386 <sup>(3)</sup>	I	Child-Lindsey
Series C Preferred Stock					3,000	D	

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Common  
Shares

8,397.38 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 33.22					05/06/2006 <sup>(4)</sup> 05/06/2015	Common Stock 15,000
Employee Stock Option	\$ 54.17					04/27/2008 <sup>(4)</sup> 04/27/2017	Common Stock 15,000
Employee Stock Option	\$ 41.82					05/13/2011 <sup>(4)</sup> 05/13/2021	Common Stock 15,000
Employee Stock Option	\$ 39.29					05/04/2012 <sup>(4)</sup> 05/04/2022	Common Stock 15,000
Employee Stock Option	\$ 44.42					05/10/2013 <sup>(4)</sup> 05/10/2023	Common Stock 20,000
Employee Stock Option	\$ 47.03	05/09/2014		A	20,000	05/09/2014 <sup>(4)</sup> 05/09/2024	Common Shares 20,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

