

KELLEY PAUL X  
 Form 4  
 October 03, 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 \*  
**KELLEY PAUL X**

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)  
**10/01/2012**

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

(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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Shares                   |                                      |  |                                | (A) or (D) Price  | 31,709.987 <sup>(5)</sup>   | D  |                                   |

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Number Shares |
| Stock Option                               | \$ 25.78   |                                      |  |                                |   | 04/26/2004   | 04/26/2014  | Common Stock | 2,500                |
| Stock Option                               | \$ 33.22   |                                      |  |                                |   | 05/06/2005   | 05/06/2015  | Common Stock | 2,500                |
| Stock Option                               | \$ 40.35   |                                      |  |                                |   | 05/01/2006   | 05/01/2016  | Common Stock | 2,500                |
| Stock Option                               | \$ 54.17   |                                      |  |                                |   | 04/27/2007   | 04/27/2017  | Common Stock | 2,500                |
| Stock Option                               | \$ 50.15   |                                      |  |                                |   | 04/25/2008   | 04/25/2018  | Common Stock | 2,500                |
| Stock Option                               | \$ 32.68   |                                      |  |                                |   | 04/24/2009   | 04/24/2019  | Common Stock | 2,500                |
| Stock Option                               | \$ 38.76   |                                      |  |                                |   | 05/07/2010   | 05/07/2020  | Common Stock | 2,500                |
| Stock Option                               | \$ 41.82   |                                      |  |                                |   | 05/13/2011   | 05/13/2021  | Common Stock | 2,500                |
| Phantom Stock <sup>(1)</sup>               | \$ 44.76 <sup>(2)</sup>                                | 10/01/2012                           |  | A                              | 220.064   | <u>(3)</u>   | <u>(3)</u>  | Common Stock | 220.06               |
| Stock Option                               | \$ 39.29   |                                      |  |                                |   | 05/04/2012   | 05/04/2022  | Common Stock | 2,500                |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KELLEY PAUL X<br>7501 WISCONSIN AVENUE<br>15TH FLOOR<br>BETHESDA, MD 20814 |               | X         |         |       |

## Signatures

Scott V. Schneider, by Power of Attorney

10/03/2012

\*\*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) Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his director's fees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.

(2) 1 for 1

(3) The conversion of phantom stock into shares of the issuer's common stock is governed pursuant to terms of the issuer's Deferred Compensation Plan under its 2004 Stock Plan, as amended, and the reporting person's Deferred Fee Agreement.

(4) Includes 68.252 shares (\$40.4296/share) awarded July 31, 2012 as dividend reinvestments on shares of phantom stock held by the reporting person pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and shares of phantom stock issued under the issuer's Deferred Compensation Stock Plan for Directors.

(5) Balance increased by July 31, 2012 Dividend Reinvestment Plan award of 251.623 shares.

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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