

HOME DEPOT INC
Form 4
July 06, 2005

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 *
NARDELLI ROBERT L

(Last) (First) (Middle)
2455 PACES FERRY ROAD
(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HOME DEPOT INC [HD]

3. Date of Earliest Transaction
(Month/Day/Year)
07/01/2005

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)
Chairman, Pres., & CEO

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 Beneficial Ownership (Instr. 4) |
|--------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | | |
| \$.05 Common Stock | 03/24/2005 | | A | | 1.9061 ⁽¹⁾ | A | \$ 0 2,236,065.2797 D |
| \$.05 Common Stock | 07/01/2005 | | P | | 584.9321 | A | \$ 33.065 2,236,650.2118 D |
| \$.05 Common Stock Share Equivalents | 03/24/2005 | | A | | 2.0806 ⁽¹⁾ | A | \$ 0 804.4541 I |

By
401(k)
Trust

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|---|----------------------------|
| | | | | | (A) | (D) | | Title | Amount or Number of Shares |
| Restoration Plan Stock Units | (2) | 03/24/2005 | | A | 92,526 | (1) | (2) | (2) | Common Stock 92,526 |
| Employee Stock Options | (3) | | | | | | (3) | (3) | Common Stock 2,607,792 |
| Employee Stock Options | (3) | | | | | | (3) | (3) | Common Stock 4,307,208 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NARDELLI ROBERT L 2455 PACES FERRY ROAD ATLANTA, GA 30339 | X | | Chairman, Pres., & CEO | |

Signatures

/s/ Rita L. Fadell,
Attorney-in-Fact

07/06/2005

__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) Acquired pursuant to quarterly dividend.

(2) The restoration plan stock units were acquired under The Home Depot FutureBuilder Restoration Plan and convert to shares of common stock on a one-for-one basis upon a distribution event under the terms of the Plan.

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- (3) The stock options were issued under The Home Depot, Inc. 1997 Omnibus Stock Incentive Plan.
- (4) Since the reporting person's last report, 325,000 shares previously owned directly have been contributed to a grantor retained annuity trust (Trust #1).
- (5) Since the reporting person's last report, 687,500 shares previously owned directly have been contributed to a grantor retained annuity trust (Trust #2).
- (6) Since the reporting person's last report 90,096 shares previously held through a grantor retained annuity trust have been distributed and are now held directly.

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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