

GONZALEZ CLAUDIO X

Form 4

February 23, 2005

FORM 4**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).

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
GONZALEZ CLAUDIO X

(Last) (First) (Middle)

JOSE LUIS LAGRANGE NO. 103
3ER. PISO, COLONIA LOS
MORALES POLANCO

(Street)

MEXICO, D.F., 05 11510

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2005

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)

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	(D)	Price

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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		S (I	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Rights	<u>(1)</u>	06/23/2004	A		9.9158		<u>(1)</u>	<u>(1)</u>	Common Stock	9.9158
Deferred Stock Rights	<u>(1)</u>	09/16/2004	A		11.7157		<u>(1)</u>	<u>(1)</u>	Common Stock	11.7157
Deferred Stock Rights	<u>(1)</u>	12/16/2004	A		10.669		<u>(1)</u>	<u>(1)</u>	Common Stock	10.669
Deferred Stock Units	<u>(2)</u>	06/24/2004	A		13.4719		<u>(2)</u>	<u>(2)</u>	Common Stock	13.4719
Deferred Stock Units	<u>(2)</u>	09/16/2004	A		12.7167		<u>(2)</u>	<u>(2)</u>	Common Stock	12.7167
Deferred Stock Units	<u>(2)</u>	12/16/2004	A		11.9529		<u>(2)</u>	<u>(2)</u>	Common Stock	11.9529
Deferred Stock Units	<u>(3)</u>	02/21/2005	A		35.6973		<u>(3)</u>	<u>(3)</u>	Common Stock	35.6973

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GONZALEZ CLAUDIO X JOSE LUIS LAGRANGE NO. 103 3ER. PISO COLONIA LOS MORALES POLANCO MEXICO, D.F., 05 11510	X

Signatures

/s/ Rita L. Fadell,
Attorney-in-fact 02/23/2005

**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).

The deferred stock rights represent dividend equivalents credited with respect to deferred stock rights previously acquired and reported under The Home Depot, Inc. 1997 Omnibus Stock Incentive Plan. Both the dividend equivalents and deferred stock rights previously

- (1) acquired and reported convert to shares of Common Stock on a one-for-one basis upon the earlier of (i) the first anniversary of the director's termination of service as a Board member, (ii) the date of the director's death, retirement or disability, or (iii) the date of a change in control of the Company.

The deferred stock units represent dividend equivalents credited with respect to deferred stock units previously acquired and reported.

- (2) Both the dividend and the deferred stock units previously acquired and reported convert to shares of Common Stock on a one-for-one basis following a termination of service as described in The Home Depot, Inc. NonEmployee Directors' Deferred Stock Compensation Plan.

- (3) The deferred stock units convert to shares of Common Stock on a one-for-one basis following a termination of service as described in The Home Depot, Inc. NonEmployee Directors' Deferred Stock Compensation Plan.

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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