

Ellison Marvin R
Form 4
May 24, 2013

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 *
Ellison Marvin R

(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)

05/22/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

EVP - U.S. Stores

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
\$.05 Common Stock	05/22/2013		M		20,000	A	\$ 36.5 253,008
\$.05 Common Stock	05/22/2013		M		14,200	A	\$ 37.7 267,208
\$.05 Common Stock	05/22/2013		M		15,000	A	\$ 42.51 282,208
\$.05 Common	05/22/2013		M		29,829	A	\$ 38.74 312,037

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Stock

\$.05 Common Stock	05/22/2013	M	28,422	A	\$ 23.28	340,459	D
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\$.05 Common Stock	05/22/2013	S	107,451	D	\$ 81.18	233,008	D
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options	\$ 36.5	05/22/2013		M		20,000		<u>(1)</u>	03/16/2014	Common Stock	20,000
Employee Stock Options	\$ 37.7	05/22/2013		M		14,200		<u>(1)</u>	03/22/2015	Common Stock	14,200
Employee Stock Options	\$ 42.51	05/22/2013		M		15,000		<u>(1)</u>	11/16/2015	Common Stock	15,000
Employee Stock Options	\$ 38.74	05/22/2013		M		29,829		<u>(1)</u>	03/20/2017	Common Stock	29,829
Employee Stock Options	\$ 23.28	05/22/2013		M		28,422		<u>(1)</u>	03/24/2019	Common Stock	28,422

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ellison Marvin R 2455 PACES FERRY ROAD ATLANTA, GA 30339			EVP - U.S. Stores	

Signatures

/s/ Stacy S. Ingram, Attorney-in-Fact	05/24/2013
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**Signature of Reporting Person	Date
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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) The options have vested in their entirety and are fully exercisable.

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