

HOME DEPOT INC  
Form 8-K  
March 02, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 24, 2011

**THE HOME DEPOT, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-8207**  
(Commission  
File Number)

**95-3261426**  
(IRS Employer  
Identification No.)

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2455 Paces Ferry Road, N.W. Atlanta, Georgia 30339

(Address of Principal Executive Offices) (Zip Code)

(770) 433-8211

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 24, 2011, the Leadership Development and Compensation Committee of the Board of Director of The Home Depot, Inc. (the Company ) approved the Form of Equity Award Terms and Conditions Agreement (the Form ), which will be used to evidence grants of future awards made to executive officers of the Company under the Company s 2005 Omnibus Stock Incentive Plan. The full text of the Form is attached hereto as Exhibits 10.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

<b>Exhibit</b>	<b>Description</b>
10.1	Form of Equity Award Terms and Conditions Agreement

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE HOME DEPOT, INC.

By: /s/ Jack A. VanWoerkom  
Name: Jack A. VanWoerkom  
Title: Executive Vice President, General Counsel and  
Corporate Secretary

Date: March 1, 2011

EXHIBIT INDEX

<b>Exhibit</b>	<b>Description</b>
10.1	Form of Equity Award Terms and Conditions Agreement

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