

SCHNEIDER SCOTT V  
 Form 5  
 January 24, 2018

**FORM 5**

**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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 SCHNEIDER SCOTT V

(Last) (First) (Middle)

7501 WISCONSIN AVENUE, 15TH FLOOR

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 SAUL CENTERS INC [BFS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2017

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)  
 Sr. Vice President-CFO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|--|
| Common Shares                   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 582.87 <sup>(1)</sup>  | I  | Daughter                                   |
| Common Shares                   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 569.24 <sup>(2)</sup>  | I  | Daughter-2                                 |
| Common Shares                   | ^                                    | ^  | ^                              | ^   | ^          | ^     | 8,936.42 <sup>(3)</sup>  | I <sup>(3)</sup>   | 401K                                       |
| Series C Preferred              | ^                                    | ^  | ^                              | ^   | ^          | ^     | 4,500  | D  | ^  |

Stock

Common Shares     Â                     Â                     Â                     Â                     Â                     9,398.34     D                     Â

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

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**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)   | Date Exercisable     Expiration Date                     | Title     Amount or Number of Shares                          |
| Employee Stock Option                      | \$ 44.42   | Â                                    | Â  | Â                              | Â     Â   | 05/10/2013 <sup>(4)</sup> 05/10/2023                     | Common Stock     12,000                                       |
| Employee Stock Option                      | \$ 47.03   | Â                                    | Â  | Â                              | Â     Â   | 05/09/2014 <sup>(4)</sup> 05/09/2024                     | Common Stock     20,000                                       |
| Employee Stock Option                      | \$ 51.07   | Â                                    | Â  | Â                              | Â     Â   | 05/08/2015 <sup>(4)</sup> 05/08/2025                     | Common Stock     20,000                                       |
| Employee Stock Option                      | \$ 57.74   | Â                                    | Â  | Â                              | Â     Â   | 05/06/2016 <sup>(4)</sup> 05/06/2026                     | Common Stock     20,000                                       |
| Employee Stock Option                      | \$ 59.41   | Â                                    | Â  | Â                              | Â     Â   | 05/05/2017 <sup>(4)</sup> 05/05/2027                     | Common Stock     20,000                                       |

## Reporting Owners

| Reporting Owner Name / Address             | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| SCHNEIDER SCOTT V<br>7501 WISCONSIN AVENUE | Â             | Â         | Â Sr. Vice<br>President-CFO | Â     |

15TH FLOOR  
BETHESDA, MD 20814

## Signatures

Scott V.  
Schneider

01/24/2018

\*\*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) Balance increased by July 31, 2017 Dividend Reinvestment Plan award and October 31, 2017 award of 5.089 shares and 4.968 shares, respectively.
- (2) Balance increased by July 31, 2017 Dividend Reinvestment Plan award and October 31, 2017 award of 4.970 shares and 4.851 shares, respectively.
- (3) Effective April 1, 2009, shares formerly held by the B.F. Saul Company Employees' Profit Sharing Reinvestment Trust were distributed to the individual 401(k) plan accounts of participants. The number of shares reported represents the reporting person's beneficial ownership interest in the Saul Centers stock fund of the 401(k) plan.
- (4) The options vest 25% per year over four years from the date of grant.

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### Remarks:

The reporting person no longer has a reportable beneficial interest in 1,004.442 shares of common s

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