

BRENNEMAN GREGORY D  
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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BRENNEMAN GREGORY D

(Last) (First) (Middle)

5505 BLUE LAGOON DRIVE, 7TH  
FLOOR

(Street)

MIAMI, FL 33126

(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)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
								S

# Edgar Filing: BRENNEMAN GREGORY D - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								
			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		12.9118		<u>(2)</u>	<u>(2)</u>	Common Stock	12.9118		
Deferred Stock Units	<u>(2)</u>	09/16/2004	A		12.2031		<u>(2)</u>	<u>(2)</u>	Common Stock	12.2031		
Deferred Stock Units	<u>(2)</u>	12/16/2004	A		11.4144		<u>(2)</u>	<u>(2)</u>	Common Stock	11.4144		
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
BRENNEMAN GREGORY D 5505 BLUE LAGOON DRIVE 7TH FLOOR MIAMI, FL 33126	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 equivalents 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.