

HOME DEPOT INC

Form 4

February 27, 2017

**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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**TOME CAROL B**

(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)  
**02/23/2017**

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)

CFO & EVP - Corp. Services

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| \$.05<br>Common<br>Stock              | 02/23/2017                              |                                                             | M                                    |                                                                         | 100,000                                                                                                            | A                                                                       | \$ 36.62 650,007.0149 D                                           |
| \$.05<br>Common<br>Stock              | 02/23/2017                              |                                                             | S                                    |                                                                         | 100,000                                                                                                            | D                                                                       | \$ 145.25 550,007.0149 D<br>(1)                                   |
| \$.05<br>Common<br>Stock              | 02/23/2017                              |                                                             | G                                    |                                                                         | 6,876                                                                                                              | D                                                                       | \$ 0 543,131.0149 D                                               |
| \$.05<br>Common                       | 02/23/2017                              |                                                             | A                                    |                                                                         | 21,053                                                                                                             | A                                                                       | \$ 0 564,184.0149 D<br>(2)                                        |

Stock

\$.05

|        |            |   |        |   |    |        |              |   |
|--------|------------|---|--------|---|----|--------|--------------|---|
| Common | 02/23/2017 | F | 10,096 | D | \$ | 144.71 | 554,088.0149 | D |
|--------|------------|---|--------|---|----|--------|--------------|---|

Stock

\$.05

|        |            |   |       |   |    |        |              |   |
|--------|------------|---|-------|---|----|--------|--------------|---|
| Common | 02/23/2017 | F | 4,450 | D | \$ | 144.71 | 549,638.0149 | D |
|--------|------------|---|-------|---|----|--------|--------------|---|

Stock

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |         | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------|---------------------------------------------------------------------|--------------------|-----------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D)     | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>Number<br>Shares |
| Employee<br>Stock<br>Options                        | \$ 36.62                                                              | 02/23/2017                              |                                                             | M                                       |                                                                                                           |                                                                | 100,000 | <u>(3)</u>                                                          | 03/22/2021         | Common<br>Stock | 100,000                    |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships                    |
|------------------------------------------------------------|----------------------------------|
|                                                            | Director 10% Owner Officer Other |
| TOME CAROL B<br>2455 PACES FERRY ROAD<br>ATLANTA, GA 30339 | CFO & EVP - Corp. Services       |

## Signatures

/s/ Stacy S. Ingram,  
Attorney-in-Fact 02/27/2017

\*\*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).

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- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$145.03
- (1) to \$145.57, inclusive. The reporting person undertakes to provide to the Company, any security holder of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
  - (2) Reflects performance shares earned upon vesting of the Fiscal 2014-2016 performance share award.
  - (3) The options have vested in their entirety and are fully exercisable.

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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