

Campbell Ann Marie
Form 4
February 26, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Campbell Ann Marie

2. Issuer Name and Ticker or Trading Symbol
HOME DEPOT INC [HD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2455 PACES FERRY RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP - U.S. Stores

ATLANTA, GA 30339

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| \$.05 Common Stock | 02/22/2018 | | A | | 5,388 (1) \$ 0 | D | |
| \$.05 Common Stock | 02/22/2018 | | F | | 1,638 \$ 185.47 | D | |
| \$.05 Common Stock | 02/23/2018 | | M | | 16,197 \$ 49.79 | D | |
| \$.05 Common | 02/23/2018 | | M | | 10,878 \$ 69.65 | D | |

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| | | | | | | | | | | |
|--------------|------------|--|---|--------|---|------------|-------------|---|--|-------------------------------|
| Stock | | | | | | | | | | |
| \$.05 | | | | | | | | | | |
| Common Stock | 02/23/2018 | | M | 10,605 | A | \$ 78.87 | 89,501.4793 | D | | |
| \$.05 | | | | | | \$ | | | | |
| Common Stock | 02/23/2018 | | S | 37,680 | D | 186.26 | 51,821.4793 | D | | |
| | | | | | | <u>(2)</u> | | | | |
| \$.05 | | | | | | | | | | |
| Common Stock | | | | | | | 5,520 | I | | by Charitable Remainder Trust |

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 (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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Options | \$ 49.79 | 02/23/2018 | | M | | (3) 03/20/2022 | Common Stock | 16,197 | |
| Employee Stock Options | \$ 69.65 | 02/23/2018 | | M | | (3) 03/26/2023 | Common Stock | 10,878 | |
| Employee Stock Options | \$ 78.87 | 02/23/2018 | | M | | (3) 03/25/2024 | Common Stock | 10,605 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Campbell Ann Marie
2455 PACES FERRY RD
ATLANTA, GA 30339

EVP - U.S. Stores

Signatures

/s/ Stacy S. Ingram,
Attorney-in-Fact

02/26/2018

__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) Reflects performance shares earned upon vesting of the Fiscal 2015-2017 performance share award.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$185.77 to \$186.64, 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.

(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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