

SAUL B FRANCIS II  
Form 4  
March 01, 2007

**FORM 4**

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

OMB APPROVAL

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**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 \*  
SAUL B FRANCIS II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
7501 WISCONSIN AVENUE, 15TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
02/27/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

(Street)

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

BETHESDA, MD 20814

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |   |
| Common Shares                   |                                      |  |                                |   | 1,352.422 <sup>(16)</sup>   | D  |   |
| Common Shares                   |                                      |  |                                |   | 7,620.625   | I <sup>(1)</sup>   | See footnote <sup>(1)</sup>                           |
| Common Shares                   |                                      |  |                                |   | 4,072.379   | I <sup>(2)</sup>   | See footnote <sup>(2)</sup>                           |
| Common Shares                   |                                      |  |                                |   | 8,320.625   | I <sup>(3)</sup>   | See footnote <sup>(3)</sup>                           |

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|               |            |  |   |        |   |                             |                               |                              |                              |
|---------------|------------|--|---|--------|---|-----------------------------|-------------------------------|------------------------------|------------------------------|
| Common Shares |            |  |   |        |   | 69,633.412 <sup>(17)</sup>  | I <sup>(4)</sup>              | See footnote <sup>(4)</sup>  |                              |
| Common Shares |            |  |   |        |   | 1,441,629.488               | I <sup>(5)</sup>              | See footnote <sup>(5)</sup>  |                              |
| Common Shares |            |  |   |        |   | 257,791.9 <sup>(18)</sup>   | I <sup>(6)</sup>              | See footnote <sup>(6)</sup>  |                              |
| Common Shares |            |  |   |        |   | 392,438.513 <sup>(19)</sup> | I <sup>(7)</sup>              | See footnote <sup>(7)</sup>  |                              |
| Common Shares |            |  |   |        |   | 23,638.233 <sup>(20)</sup>  | I <sup>(8)</sup>              | See footnote <sup>(8)</sup>  |                              |
| Common Shares |            |  |   |        |   | 221,104.986 <sup>(21)</sup> | I <sup>(9)</sup>              | See footnote <sup>(9)</sup>  |                              |
| Common Shares |            |  |   |        |   | 441.269 <sup>(22)</sup>     | I <sup>(13)</sup>             | See footnote <sup>(13)</sup> |                              |
| Common Shares |            |  |   |        |   | 397,039.079                 | I <sup>(14)</sup>             | See footnote <sup>(14)</sup> |                              |
| Common Shares | 02/27/2007 |  | P | 57,000 | A | \$ 58.55                    | 4,703,115.481 <sup>(23)</sup> | I <sup>(15)</sup>            | See footnote <sup>(15)</sup> |
| Common Shares | 02/28/2007 |  | P | 10,500 | A | \$ 57.46                    | 4,713,615.481                 | I <sup>(15)</sup>            | See footnote <sup>(15)</sup> |

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

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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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. F... |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---------|



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- (7) Owned by Dearborn, L.L.C., the sole member of which is B.F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
- (8) Owned by Van Ness Square Corporation, of which the reporting person is Chairman of the Board and Chief Executive Officer.
- (9) Owned by B.F. Saul Company, of which the reporting person is Chairman of the Board and Chief Executive Officer.
- (10) 1 for 1
- (11) Under the terms of the reporting person's Deferred Fee Agreement, payment of shares of the issuer's common stock commences at such time as the reporting person ceases to be a director of the issuer. Payment will be a lump sum upon termination of directorship.  
Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his director's fees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.
- (12)
- (13) Owned by Avenel Executive Park, PH II L.L.C., the sole member of which is B.F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
- (14) Owned by Westminster Investing Corporation, of which the reporting person is Chairman of the Board and Chief Executive Officer.
- (15) Owned by B.F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
- (16) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 10.786 shares.
- (17) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 555.330 shares.
- (18) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 3,845.518 shares.
- (19) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 17,611.300 shares.
- (20) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 4,766.711 shares.
- (21) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 1,763.325 shares.
- (22) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 90.817 shares.
- (23) Balance increased by January 31, 2007 Dividend Reinvestment Plan award of 57,395.500 shares.

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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