

PENSKE ROGER S
Form 4
February 28, 2005

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 *
PENSKE ROGER S

(Last) (First) (Middle)
2555 TELEGRAPH ROAD
(Street)
BLOOMFIELD HILLS, MI 48302-0954
(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/24/2005

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of 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.

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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 | 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) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (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 | | 12.0929 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 12.0929 | | |
| Deferred Stock Units | <u>(2)</u> | 09/16/2004 | A | | 11.3553 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 11.3553 | | |
| Deferred Stock Units | <u>(2)</u> | 12/16/2004 | A | | 10.6447 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 10.6447 | | |
| Deferred Stock Units | <u>(3)</u> | 02/24/2005 | A | | 126.199 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 126.199 | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PENSKE ROGER S
2555 TELEGRAPH ROAD
BLOOMFIELD HILLS, MI 48302-0954

X

Signatures

/s/ Rita L. Fadell,
Attorney-in-fact

02/28/2005

**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).

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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 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.

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