

BRENNEMAN GREGORY D
 Form 4
 February 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
BRENNEMAN GREGORY D

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)
 24 WATERWAY AVENUE, SUITE 750

3. Date of Earliest Transaction (Month/Day/Year)
 02/22/2012

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

(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

THE WOODLANDS, TX 77380

(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)
			Code	V	Amount	(A) or (D)	Price
\$.05 Common Stock	02/22/2012		M		3,750	A	\$ 40.95
\$.05 Common Stock	02/22/2012		M		1,250	A	\$ 33.86
\$.05 Common Stock	02/22/2012		M		5,000	A	\$ 32.49
\$.05 Common	02/22/2012		M		2,500	A	\$ 32.76

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Stock									
\$.05 Common Stock	02/22/2012		M	7,500	A	\$ 35.84	41,332		D
\$.05 Common Stock	02/22/2012		M	1,500	A	\$ 32.9	42,832		D
\$.05 Common Stock	02/22/2012		M	9,000	A	\$ 39.97	51,832		D
\$.05 Common Stock	02/22/2012		S	30,500	D	\$ 47.02	21,332		D
\$.05 Common Stock							50	I	By Son

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

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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)	8. Amount or Number of Shares
Stock Options	\$ 40.95	02/22/2012		M	3,750	<u>(1)</u> 05/28/2012	Common Stock	3,750
Stock Options	\$ 33.86	02/22/2012		M	1,250	<u>(1)</u> 08/21/2012	Common Stock	1,250
Stock Options	\$ 32.49	02/22/2012		M	5,000	<u>(1)</u> 05/30/2013	Common Stock	5,000
Stock Options	\$ 32.76	02/22/2012		M	2,500	<u>(1)</u> 08/20/2013	Common Stock	2,500

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Stock Options	\$ 35.84	02/22/2012	M	7,500	<u>(1)</u>	05/26/2014	Common Stock	7,500
Stock Options	\$ 32.9	02/22/2012	M	1,500	<u>(1)</u>	08/05/2014	Common Stock	1,500
Stock Options	\$ 39.97	02/22/2012	M	9,000	<u>(1)</u>	05/26/2015	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRENNEMAN GREGORY D 24 WATERWAY AVENUE SUITE 750 THE WOODLANDS, TX 77380	X			

Signatures

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

02/24/2012

__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) 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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