

SCHNEIDER SCOTT V
 Form 5
 January 16, 2007

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 SCHNEIDER SCOTT V

(Last) (First) (Middle)

7501 WISCONSIN AVENUE, 15TH FLOOR

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2006

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)
 Sr. Vice President-CFO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Shares | Â | Â | Â | Â | Â | Â | 365.589 ⁽²⁾ | I | Child-Eric |
| Common Shares | Â | Â | Â | Â | Â | Â | 365.589 ⁽³⁾ | I | Child-Carson |
| Common Shares | Â | Â | Â | Â | Â | Â | 390.342 ⁽⁴⁾ | I | Child-Clara |
| Common Shares | Â | Â | Â | Â | Â | Â | 381.216 ⁽⁵⁾ | I | Child-Lindsey |

Edgar Filing: SCHNEIDER SCOTT V - Form 5

Common Shares Â Â Â Â Â Â 6,932.643
(6) D Â

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 2270
(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option | \$ 24.91 | Â | Â | Â | Â Â | 05/23/2004 ⁽¹⁾ 05/23/2013 | Common Stock 20,500 |
| Employee Stock Option | \$ 25.78 | Â | Â | Â | Â Â | 04/26/2005 ⁽¹⁾ 04/26/2014 | Common Stock 15,000 |
| Employee Stock Option | \$ 33.22 | Â | Â | Â | Â Â | 05/06/2005 ⁽¹⁾ 05/06/2015 | Common Stock 15,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHNEIDER SCOTT V 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, Â MD Â 20814 | Â | Â | Â Sr. Vice President-CFO | Â |

Signatures

Scott V. Schneider 01/16/2007

**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 will vest 25% per year over four years from the date of grant.
- (2) Balance increased by January 31, 2006, April 28, 2006, July 31, 2006, and October 31, 2006 Dividend Reinvestment Plan awards of 4.103 shares, 3.756 shares, 3.890 shares, and 3.228, respectively.
- (3) Balance increased by January 31, 2006, April 28, 2006, July 31, 2006, and October 31, 2006 Dividend Reinvestment Plan awards of 4.103 shares, 3.756 shares, 3.890 shares, and 3.228, respectively.
- (4) Balance increased by January 31, 2006, April 28, 2006, July 31, 2006, and October 31, 2006 Dividend Reinvestment Plan awards of 4.381 shares, 4.010 shares, 4.153 shares, and 3.447 shares, respectively.
- (5) Balance increased by January 31, 2006, April 28, 2006, July 31, 2006, and October 31, 2006 Dividend Reinvestment Plan awards of 4.278 shares, 3.917 shares, 4.056 shares, and 3.366 shares, respectively.
- (6) Balance increased by January 31, 2006, April 28, 2006, July 31, 2006, and October 31, 2006 Dividend Reinvestment Plan awards of 32.913 shares, 30.130 shares, 31.205 shares, and 25.897 shares, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.