

Crow Timothy M  
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 \*  
Crow Timothy M

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

ATLANTA, GA 30339

(City) (State) (Zip)

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

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

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)

EVP - Human Resources

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 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 (D) or Price   |  |   |
| \$.05 Common Stock              | 02/22/2012                           |  | F                              |   | 3,152 D \$ 46.57  | 166,020.0125   | D   |
| \$.05 Common Stock              | 02/23/2012                           |  | M                              |   | 50,000 A \$ 40.95   | 216,020.0125   | D   |
| \$.05 Common Stock              | 02/23/2012                           |  | M                              |   | 10,000 A \$ 24.55   | 226,020.0125   | D   |
| \$.05 Common                    | 02/23/2012                           |  | S                              |   | 60,000 D \$ 46.67   | 166,020.0125   | D   |

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|   |            |  |   |               |   |             |              |              |
|---|------------|--|---|---------------|---|-------------|--------------|--------------|
| Stock   |            |  |   |               |   |             |              |              |
| \$.05<br>Common<br>Stock                      | 02/23/2012 |  | A | 19,081<br>(1) | A | \$ 0        | 185,101.0125 | D            |
| \$.05<br>Common<br>Stock                      | 02/23/2012 |  | F | 8,101         | D | \$<br>46.95 | 177,000.0125 | D            |
| \$.05<br>Common<br>Stock Share<br>Equivalents |            |  |   |               |   |             | 2,175.0457   | I            |
|   |            |  |   |               |   |             |              | By<br>401(k) |

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.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |
| Employee<br>Stock<br>Options                        | \$ 40.95   | 02/23/2012                              |   | M                                    | 50,000   | (2) 05/28/2012   | Common<br>Stock   | 50,000                              |
| Employee<br>Stock<br>Options                        | \$ 24.55   | 02/23/2012                              |   | M                                    | 10,000   | (2) 03/18/2013   | Common<br>Stock   | 10,000                              |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| Crow Timothy M<br>2455 PACES FERRY ROAD<br>ATLANTA, GA 30339 | EVP - Human Resources            |

## 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) Reflects performance shares earned upon vesting of the Fiscal 2009-2011 performance share award.

(2) 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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