

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

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)
2455 PACES FERRY ROAD
(Street)

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

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

EVP - Human Resources

ATLANTA, GA 30339

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

(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 (D) or Price (A) | | |
| \$.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
Common Stock 02/23/2012 A 19,081⁽¹⁾ A \$ 0 185,101.0125 D

\$.05
Common Stock 02/23/2012 F 8,101 D \$ 46.95 177,000.0125 D

\$.05
Common Stock Share Equivalents 2,175.0457 I By 401(k)

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

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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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options | \$ 40.95 | 02/23/2012 | | M | 50,000 | ⁽²⁾ 05/28/2012 | Common Stock | 50,000 |
| Employee Stock Options | \$ 24.55 | 02/23/2012 | | M | 10,000 | ⁽²⁾ 03/18/2013 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| Crow Timothy M 2455 PACES FERRY ROAD ATLANTA, GA 30339 | Director 10% Owner Officer 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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