

SAUL CENTERS INC  
 Form 4  
 April 29, 2003  
 SEC Form 4

<p style="text-align: center;"><b>FORM 4</b></p> <p>[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p>	<p><b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b>                  Washington, D.C. 20549</p> <p><b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</b></p> <p>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</p>	<p style="text-align: center;">OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287                  Expires: January 31, 2005                  Estimated average burden hours per response. . . . . 0.5</p>	
<p>1. Name and Address of Reporting Person*  <b>Saul, B. Francis II</b></p> <p>_____                  (Last) (First)                  _____                  (Middle)  <b>7501 Wisconsin Avenue</b>  <b>15th Floor</b></p> <p>_____                  (Street)  <b>Bethesda, MD 20814</b></p> <p>_____                  (City) (State)                  _____                  (Zip)</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p><b>Saul Centers, Inc.</b>  <b>BFS</b></p> <p>3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)  <b>52-1833074</b></p>	<p>4. Statement for (Month/Day/Year)</p> <p><b>04/25/2003</b></p> <p>5. If Amendment, Date of Original (Month/Day/Year)</p>	<p>6. Relationship of Reporting Person(s) to Issuer (Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)</p> <p>Description <b><u>Chairman &amp; CEO</u></b></p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>

<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>										
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/D	Price			
<b>Common Stock</b>	<b>04/25/2003</b>		<b>A</b>		<b>100</b>	<b>A</b>	<b>\$24.40</b>	<b>579.932</b>	<b>D</b>	
							\$	<b>3,315,983.604</b>	I	(1)
							\$	<b>7,462.236</b>	I	(2)
							\$	<b>3,977.346</b>	I	(3)
							\$	<b>8,162.236</b>	I	(4)
							\$	<b>57,065.756</b>	I	(5)
							\$	<b>1,190,937.475</b>	I	(6)
							\$	<b>208,453.758</b>	I	(7)

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							\$	267,769.592	I	(8)
							\$	98.688	I	(9)

**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 (ED) (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr.4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr.4)
				Code	V	A	D	DE	ED	Title	Amount or Number of Shares			
	\$											\$		

**Explanation of Responses:**

- (1) Owned by B. F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
- (2) Owned by The Elizabeth Willoughby Saul Trust, of which the reporting person is sole trustee. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
- (3) Owned by The Sharon Elizabeth Saul Trust, of which the reporting person is sole trustee. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
- (4) Owned by The Patricia English Saul Trust, of which the reporting person is sole trustee. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
- (5) Owned by Patricia E. Saul, the reporting person's spouse.
- (6) Owned by The B. F. Saul Company Employees' Profit Sharing Retirement Trust (the "Pension Trust"), a profit sharing retirement plan for the benefit of the employees of B. F. Saul Company and other participating employers. The Pension Trust is administered by four trustees, one of which is the reporting person. The reporting person disclaims beneficial ownership of the securities in the Pension Trust that exceed his pecuniary interest in the Pension Trust.
- (7) Owned by B. F. Saul Property Company, which is a wholly-owned subsidiary of B. F. Saul Company, of which the reporting person is Chairman of the Board and Chief Executive Officer.
- (8) Owned by Dearborn, L.L.C., the sole member of which is B. F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
- (9) Owned by Van Ness Square Corporation, of which the reporting person is Chairman of the Board and Chief Executive Officer.

**By:**  
/s/ B. Francis Saul II

**Date:**  
04/29/2003

B. Francis Saul II

\*\* Signature of Reporting Person

SEC 1474 (9-02)

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

\* 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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Note: File three copies of this Form, one of which must be manually signed. If space 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.