

FORM 4

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

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * CARACI PHILIP D			2. Issuer Name and Ticker or Trading Symbol SAUL CENTERS INC [BFS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☐ Director ☐ 10% Owner ☐ Officer (give title below) ☐ Other (specify below)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2010								
7501 Wisconsin Avenue, 15th Floor			4. If Amendment, Date of 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					
(Street) Bethesda, MD 20814											
(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			
Common Shares									3,002	I	Wife's IRA
Series B Preferred Stock									2,000	I	Wifes- Trust
Common Shares									51,116	D ⁽⁵⁾	
Series A Preferred Stock									200	D ⁽⁶⁾	
Series B Preferred Stock									250	I	Wife's IRA
Common Shares									23,164	I	Wifes- Trust
Series B Preferred Stock									250	I ⁽³⁾	Self- Trust
Series B Preferred Stock									8,700	D ⁽⁵⁾	
Common Shares									59,987	I ⁽³⁾	Self- Trust

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

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form are not required to respond unless the form displays a currently
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SEC 1474 (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)		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 Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Phantom Stock ⁽²⁾	\$41.31 ⁽¹⁾							⁽⁴⁾	⁽⁴⁾	Common Stock	18,672.636		18,672.636 ⁽⁷⁾	D	
Stock Option	\$40.35							05/01/2006	05/06/2016	Common Stock	2,500		2,500	D	
Stock Option	\$54.17							04/27/2007	04/27/2017	Common Stock	2,500		2,500	D	
Stock Option	\$50.15							04/25/2008	04/25/2018	Common Stock	2,500		2,500	D	
Stock Option	\$32.68							04/24/2009	04/24/2019	Common Stock	2,500		2,500	D	
Stock Option	\$38.76							05/07/2010	05/07/2020	Common Stock	2,500		2,500	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARACI PHILIP D 7501 Wisconsin Avenue 15th Floor Bethesda, MD 20814	X			

Signatures

Scott V. Schneider, by Power of Attorney

07/06/2010

**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) 1 for 1

Pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and the Deferred Fee Agreement executed by the reporting person, the reporting person has elected to defer receipt of his
(2) director's fees, and receive phantom stock, the amount of which is calculated as the quotient of the dollar value of fees deferred, divided by the fair market value of the issuer's shares on the date the phantom stock is received.

(3) Self-Trust. Reporting person is a Trustee

(4) The conversion of phantom stock into shares of the issuer's common stock is governed pursuant to terms of the issuer's Deferred Compensation Plan under its 2004 Stock Plan, as amended, and the reporting person's Deferred Fee Agreement.

(5) Self-IRA

(6) Self-Keogh

(7) Includes 170.497 shares (\$39.0668/share) awarded April 30, 2010 as dividend reinvestments on shares of phantom stock held by the reporting person pursuant to the issuer's Deferred Compensation Plan under its 2004 Stock Plan and shares of phantom stock issued under the issuer's Deferred Compensation Stock Plan for Directors.

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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