

[illegible]

Common Shares									324,571.485 <sup>(18)</sup>	I <sup>(7)</sup>	See footnote <sup>(7)</sup>
Common Shares									7,001.948 <sup>(19)</sup>	I <sup>(8)</sup>	See footnote <sup>(8)</sup>
Common Shares									210,150.082 <sup>(20)</sup>	I <sup>(9)</sup>	See footnote <sup>(9)</sup>
Common Shares									4,093,618.19 <sup>(21)</sup>	I <sup>(12)</sup>	See footnote <sup>(12)</sup>
Common Shares									125 <sup>(23)</sup>	I <sup>(24)</sup>	See footnote <sup>(24)</sup>
Common Shares									381,272.0506 <sup>(25)</sup>	I <sup>(26)</sup>	See footnote <sup>(26)</sup>

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 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				
Stock Option	\$25.78							04/26/2004	04/26/2014	Common Stock	2,500		2,500	D	
Stock Option	\$33.22	05/06/2005		A		2,500		05/06/2005	05/06/2015	Common Stock	2,500	\$33.22	2,500	D	
Phantom Stock <sup>(13)</sup>	<sup>(10)</sup>							<sup>(11)</sup>	<sup>(11)</sup>	Common Stock	194.969		12,540.972 <sup>(22)</sup>	D	

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUL B FRANCIS II 7501 Wisconsin Avenue 15th Floor Bethesda, MD 20814	X	X	Chief Executive Officer	

## Signatures

Scott V. Schneider, by Power of Attorney

05/10/2005

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) Owned by the Elizabeth Willoughby Saul Trust, of which the reporting person is sole beneficiary. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
- (2) Owned by The Sharon Elizabeth Saul Trust, of which the reporting person is sole beneficiary. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
- (3) Owned by the Patricia English Saul Trust, of which the reporting person is sole beneficiary. Ms. Saul is the daughter of the reporting person. The reporting person disclaims beneficial ownership of these shares.
- (4) Owned by Patricia E. Saul, the reporting person's spouse.
- (5) Owned by The B.F. Saul Company Employees' Profit Sharing Reinvestment 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.
- (6) 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.
- (7) 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.
- (8) Owned by Van Ness Square Corporation, of which the reporting person is Chairman of the Board and Chief Executive Officer.
- (9) Owned by B.F. Saul Company, of which the reporting person is Chairman of the Board and Chief Executive Officer.
- (10) 1 for 1
- (11) Under the terms of the reporting person's Deferred Fee Agreement, payment of shares of the issuer's common stock commences at such time as the reporting person ceases to be a director of the issuer. Payment will be a lump sum upon termination of directorship.
- (12) Owned by B.F. Saul Real Estate Investment Trust, of which the reporting person is Chairman of the Board and the majority owner.
- (13) 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 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.
- (14) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 10.271 shares.
- (15) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 767.694 shares.
- (16) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 16,021.436 shares.
- (17) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 5,379.285 shares.
- (18) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 24,430.249 shares.

- (19) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 6,891.328 shares.
- (20) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 2,492.277 shares.
- (21) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 77,459.322 shares.
- (22) Includes 146.851 shares (\$32.3980/share) awarded January 31, 2005 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 and Stock Plan for Directors.
- (23) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 125.000 shares.
- (24) Owned by Avenel Executive Park, PH II 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.
- (25) Balance increased by April 29, 2005 Dividend Reinvestment Plan award of 7,242.051 shares.
- (26) Owned by Westminster Investing Corporation, of which the reporting person is Chairman of the Board and Chief Executive Officer.

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.