# Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue.

See Instruction 1(b).

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

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OMB APPROVAL

per response...

#### 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

1. Name and Address of Reporting Person * NOONAN PATRICK F				bol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
(Last) (First) (Middle) 3. Date of Earliest Transaction (NOT Wisconsin Avenue, 15th Floor 01/03/2006													
(Street) Bethesda, MD 20814				nth/Da	y/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person							
State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
	2. Transaction Date (Month/Day/Year)	any	Code		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)	Form: Direct (D)	7. Nature of Indirect Beneficial Ownership			
			Code	V	Amount	or			or Indirect (I) (Instr. 4)	(Instr. 4)			
								1,081.218 <sup>(5)</sup>	D				
								5,500	D				
								6,016	I	Wife			
ne for each class of securities be	neficially owned dire	ectly or indirectly.	form are	e no	t require	ed to	resp			1474 (9-02)			
	First) (Middle) th Floor Street)  (Zip)	SAUL CEN  (First) (Middle) 3. Date of Ear  O1/03/2006  (Street) 4. If Amendm  State) (Zip)  2. Transaction  Date  (Month/Day/Year)	SAUL CENTERS INC [BFS]  (Middle) 3. Date of Earliest Transaction (Model) 01/03/2006  4. If Amendment, Date of Origina  (Zip)  Table  2. Transaction Date (Month/Day/Year)  2A. Deemed Execution Date, if any	SAUL CENTERS INC [BFS]  First) (Middle) 3. Date of Earliest Transaction (Month/Day/Youth Floor 01/03/2006  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year) (Instr. 8)  Code Code  Teret) Code  Persons form are	SAUL CENTERS INC [BFS]  (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Deriv  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Code (Instr. 8)  Persons wh form are no	SAUL CENTERS INC [BFS]  3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Sec  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Code (Instr. 8)  Code V Amount  Persons who respons to require form are not required.	SAUL CENTERS INC [BFS]  First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006  State) 4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities  2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and Code V Amount (D)  The for each class of securities beneficially owned directly or indirectly.  Persons who respond to form are not required to	SAUL CENTERS INC [BFS]  (Middle) 3. Date of Earliest Transaction (Month/Day/Year) (01/03/2006  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Accurates Acquired (A) or Disposed of (D) (Instr. 8)  (Instr. 3, 4 and 5)  Code V Amount (D) Price process of securities beneficially owned directly or indirectly.  Persons who respond to the	SAUL CENTERS INC [BFS]  (Check all applicable  X_ Director Officer (give title below) Officer (give title below) Officer (give title below) Other (arreet)  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  (Month/Day/Y	SAUL CENTERS INC [BFS]   Check all applicable			

(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code	ion	5. Number Derivative Securities Acquired	of of (A)	6. Date Exerci Expiration Da (Month/Day/Y	te	7. Title and Underlying (Instr. 3 and	Securities 4)	Derivative Security	Securities Beneficially	Ownership Form of Derivative	Beneficial Ownership
	Derivative Security					or Disposed of (D) (Instr. 3, 4, and 5)							Transaction	Direct (D) or Indirect (I)	(Instr. 4)
				Code	V	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(s) (Instr. 4)	(Instr. 4)	
Stock Option	\$25.78							04/26/2004	04/26/2014	Common	2,500		2,500	D	

		<u> </u>				<u>'</u>			Stock					
Stock Option	\$33.22						05/06/2005	05/06/2015	Common Stock	2,500		2,500	D	
Phantom Stock <sup>(4)</sup>	(1)	01/03/2006		A	182.601		(2)	(2)	Common Stock	182.601	\$37.89	21,840.331	D	

## **Reporting Owners**

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

### **Signatures**

Scott V. Schneider, by Power of Attorney	01/05/2006
**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
- (2) 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.
- (3) Includes 264.657 shares (\$33.9500/share) awarded October 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.
- 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 (4) 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.
- (5) Balance increased by October 31, 2005 Dividend Reinvestment Plan award of 13.212 shares.

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.