

NARDELLI ROBERT L  
Form 4  
March 22, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
NARDELLI ROBERT L

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)  
03/20/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, Pres., & CEO

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)
				(A) or (D)	Price		
\$.05 Common Stock	03/20/2006		M	125,000	A \$ 24.55	2,536,657.7036	D
\$.05 Common Stock	03/20/2006		F	15,919	D \$ 0	2,520,738.7036	D
\$.05 Common Stock	03/20/2006		S	4,700	D \$ 42.96	2,516,038.7036	D
\$.05 Common	03/20/2006		S	5,300	D \$ 42.95	2,510,738.7036	D

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Stock							
\$.05 Common Stock	03/20/2006	S	14,000	D	\$ 42.94	2,496,738.7036	D
\$.05 Common Stock	03/20/2006	S	7,100	D	\$ 42.93	2,489,638.7036	D
\$.05 Common Stock	03/20/2006	S	12,400	D	\$ 42.92	2,477,238.7036	D
\$.05 Common Stock	03/20/2006	S	17,000	D	\$ 42.91	2,460,238.7036	D
\$.05 Common Stock	03/20/2006	S	31,181	D	\$ 42.9	2,429,057.7036	D
\$.05 Common Stock	03/20/2006	S	6,600	D	\$ 42.87	2,422,457.7036	D
\$.05 Common Stock	03/20/2006	S	9,900	D	\$ 42.86	2,412,557.7036	D
\$.05 Common Stock	03/20/2006	S	38,400	D	\$ 42.85	2,374,157.7036	D
\$.05 Common Stock	03/20/2006	A	<u>39,426</u> (1)	A	\$ 0	2,413,583.7036	D
\$.05 Common Stock	03/20/2006	A	<u>380,000</u> (2)	A	\$ 0	2,793,583.7036	D
\$.05 Common Stock	03/20/2006	A	<u>225,000</u> (3)	A	\$ 0	3,018,583.7036	D

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

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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)

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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)
Employee Stock Options	\$ 24.55	03/20/2006		M	125,000	(4) 03/18/2013	Common Stock 125,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NARDELLI ROBERT L 2455 PACES FERRY ROAD ATLANTA, GA 30339	X		Chairman, Pres., & CEO	

## Signatures

/s/ Robert L. Nardelli 03/22/2006

\_\_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) The restricted shares were issued under The Home Depot, Inc. 2005 Omnibus Stock Incentive Plan and vest 100% on the 3rd anniversary of the grant date.
- (2) The restricted shares were issued under The Home Depot, Inc. 2005 Omnibus Stock Incentive Plan and vest 100% on the 5th anniversary of the grant date.
- (3) The restricted shares were issued under The Home Depot, Inc. 2005 Omnibus Stock Incentive Plan and vest in increments of 25% on the 3rd and 6th anniversaries of the grant date and the remaining 50% at age 60 or the 10th anniversary of the grant date (whichever is earlier).
- (4) The options have vested in their entirety and are fully exercisable.

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