

HOME DEPOT INC

Form 4

December 16, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COX BERRY R

(Last) (First) (Middle)

2200 ROSS AVENUE, SUITE 3200

(Street)

DALLAS, TX 75201-2741

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HOME DEPOT INC [HD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4)
\$.05 Common Stock	12/13/2004		G	474,609 (1)	D \$ 0 1,588,523 (1)	D	
\$.05 Common Stock	12/14/2004		S	12,400	D \$ 42.44 1,576,123	D	
\$.05 Common Stock	12/14/2004		S	10,200	D \$ 42.46 1,565,923	D	
\$.05 Common Stock	12/14/2004		S	1,600	D \$ 42.47 1,564,323	D	

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\$.05 Common Stock	12/14/2004	S	200	D	\$ 42.48	1,564,123	D
\$.05 Common Stock	12/14/2004	S	34,900	D	\$ 42.5	1,529,223	D
\$.05 Common Stock	12/14/2004	S	4,500	D	\$ 42.51	1,524,723	D
\$.05 Common Stock	12/14/2004	S	1,300	D	\$ 42.52	1,523,423	D
\$.05 Common Stock	12/14/2004	S	3,800	D	\$ 42.53	1,519,623	D
\$.05 Common Stock	12/14/2004	S	5,300	D	\$ 42.54	1,514,323	D
\$.05 Common Stock	12/14/2004	S	19,100	D	\$ 42.55	1,495,223	D
\$.05 Common Stock	12/14/2004	S	11,200	D	\$ 42.56	1,484,023	D
\$.05 Common Stock	12/14/2004	S	24,500	D	\$ 42.57	1,459,523	D
\$.05 Common Stock	12/14/2004	S	4,100	D	\$ 42.58	1,455,423	D
\$.05 Common Stock	12/14/2004	S	23,900	D	\$ 42.59	1,431,523	D
\$.05 Common Stock	12/14/2004	S	3,000	D	\$ 42.6	1,428,523	D
\$.05 Common Stock	12/14/2004	G	532,525 (2)	A	\$ 0	1,961,048 (3)	D
\$.05 Common Stock	12/13/2004	G	474,609 (1)	A	\$ 0	1,329,643 (1)	I
\$.05 Common	12/14/2004	G	532,525 (2)	D	\$ 0	797,118 (3)	I

By
GRATs

By
GRATs

Stock

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)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COX BERRY R 2200 ROSS AVENUE SUITE 3200 DALLAS, TX 75201-2741	X

Signatures

/s/ Rita L. Fadell, Attorney
in fact 12/16/2004

__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) Transfer from reporting person to grantor retained annuity trust ("GRAT") of reporting person.

(2) Transfers from reporting person's GRATs to reporting person.

(3) Reflects transfer of an aggregate of 532,525 shares to reporting person from reporting person's GRATs, consisting of an aggregate transfer of 374,316 shares of reporting person in satisfaction of annuity payment obligations and a transfer of 158,209 shares from a GRAT to reporting person in exchange for equivalently valued consideration. Such transactions constitute only changes in form of

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ownership under Rule 16a 13 and not changes in pecuniary interest for Section 16 purposes.

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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