HOME DEPOT INC

Form 4 May 28, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Ad BATCHELD	*	-	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)		(Middle)	3. Date of Earliest Transaction	• • • •			
12400 HIGH DI LIEE			(Month/Day/Year)	X_ Director 10% Owner Officer (give title Other (specify			
12400 HIGH BLUFF DRIVE, SUITE 600			05/23/2008	below) below)			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
SAN DIEGO, CA 92130				Form filed by More than One Reporting Person			

	,		Person								
(City)	(State)	(Zip) Tal	Table I - Non-Derivative Securities Acqu				equired, 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. Transactic Code (Instr. 8)	4. Securitie our Disposed (Instr. 3, 4 and Amount	l of (D))	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)		
\$.05 Common Stock	05/23/2008		P		A	\$ 26.56	36,029,258 (2) (3)	I	Through Limited Partnerships and accounts managed by reporting person		
\$.05 Common Stock	05/27/2008		P	457,871	A	\$ 26.97 (1)	36,487,129 (<u>2</u>) (<u>3</u>)	I	Through Limited Partnerships and accounts managed by		

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								reporting person
\$.05 Common Stock	05/28/2008	P	129,500	A	\$ 27.29 (1)	36,616,629 (2) (3)	I	Through Limited Partnerships and accounts managed by reporting person

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.

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9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships								
reporting of their remains a remainder	Director	10% Owner	Officer Other						
BATCHELDER DAVID H 12400 HIGH BLUFF DRIVE SUITE 600 SAN DIEGO, CA 92130	X								
Signatures									
/s/ Jonathan M. Gottsegen, Attorney-in-Fact		05/	28/2008						

Reporting Owners 2

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) Represents the average price for transactions reported herein.
 - The reporting person is one of the Principals of RILLC. RILLC is the record owner of 100 shares and sole general partner, or the sole managing member of the general partner, of Relational Investors, L.P., Relational Fund Partners, L.P., Relational Coast Partners, L.P.,
- (2) Relational Partners, L.P., RH Fund 1, L.P., RH Fund 2, L.P., RH Fund 4, L.P., RH Fund 6, L.P., RH Fund 7, L.P., Relational Investors III, L.P., Relational Investors XI, L.P., Relational Investors X, L.P., Relational Investors XI, L.P., Relational Investors XV, L.P., Relational Investors XXII, L.P., and Relational Investors Alpha Fund I, L.P.
- These Limited Partnerships own a total of 25,945,523 shares. An additional 4,243,035 shares are held in accounts managed by RILLC (3) and an additional 6,427,971 shares are held through co-investment arrangements with certain entities listed above. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

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.