

HOME DEPOT INC  
Form 4  
November 24, 2010

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

OMB APPROVAL

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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 \*  
BATCHELDER DAVID H

(Last) (First) (Middle)

12400 HIGH BLUFF  
DRIVE, SUITE 600

(Street)

SAN DIEGO, CA 92130

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/22/2010

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 Indirect Beneficial Ownership (Instr. 4) |            |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |            |   |   |
| \$.05 Common Stock              | 11/22/2010                           |  | S                              |   | 1,406,570   | D  | \$ 31.15  | 13,666,295 | I | Through Limited Partnerships and accounts managed by reporting person <u>(1)</u> <u>(2)</u> |
| \$.05 Common Stock              | 11/23/2010                           |  | S                              |   | 1,006,650   | D  | \$ 30.92  | 12,659,645 | I | Through Limited Partnerships and accounts managed by  |

|              |            |  |   |           |   |          |            |   |   |
|--------------|------------|--|---|-----------|---|----------|------------|---|---|
|              |            |  |   |           |   |          |            |   | reporting person <u>(1)</u> <u>(2)</u>  |
|              |            |  |   |           |   |          |            |   | Through Limited Partnerships and accounts managed by reporting person <u>(1)</u> <u>(2)</u> |
| \$ .05       |            |  |   |           |   |          |            |   |   |
| Common Stock | 11/24/2010 |  | S | 1,165,880 | D | \$ 31.22 | 11,493,765 | I |   |

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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(9-02)

**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 Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| BATCHELDER DAVID H<br>12400 HIGH BLUFF DRIVE<br>SUITE 600<br>SAN DIEGO, CA 92130 | X             |           |         |       |

## Signatures

/s/ Stacy S. Ingram,  
Attorney-in-Fact

11/24/2010

\*\*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).

The reporting person is one of the Principals of Relational Investors LLC ("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.,

(1) Relational Coast Partners, L.P., RH Fund 1, L.P., RH Fund 6, L.P., Relational Investors VIII, L.P., Relational Investors IX, L.P., Relational Investors X, L.P., Relational Investors XV, L.P., Relational Investors XVI, L.P., Relational Investors XX, L.P., Relational Investors XXII, L.P., Relational Investors XXIII, L.P., and Relational Investors Alpha Fund I, L.P.

These Limited Partnerships own a total of 7,462,769 shares. An additional 3,003,477 shares are held in accounts managed by RILLC and

(2) an additional 1,027,419 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.

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