

NARDELLI ROBERT L
Form 4
March 22, 2006

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 *
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		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	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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(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options	\$ 24.55	03/20/2006		M				(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.

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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