

HOME DEPOT INC
Form 4
December 16, 2004

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 *
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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount or Price			
\$.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	<u>532,525</u> (2)	A	\$ 0	1,961,048 ⁽³⁾	D	
\$.05 Common Stock	12/13/2004	G	<u>474,609</u> (1)	A	\$ 0	1,329,643 ⁽¹⁾	I	By GRATs
\$.05 Common	12/14/2004	G	<u>532,525</u> (2)	D	\$ 0	797,118 ⁽³⁾	I	By GRATs

Stock

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. 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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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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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