

HOME DEPOT INC
Form 4
August 23, 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

(Last) (First) (Middle)
2455 PACES FERRY ROAD
(Street)

ATLANTA, GA 30339

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/21/2006

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)
Chairman, Pres., & CEO

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	03/23/2006		A		5.6412 ⁽¹⁾	A	\$ 0 3,018,589.3448	D	
\$.05 Common Stock	06/22/2006		A		6.6691 ⁽¹⁾	A	\$ 0 3,018,596.0139	D	
\$.05 Common Stock	08/21/2006		F		14,326.875	D	\$ 34.3 ⁽²⁾ 3,004,886.7277	D	
\$.05 Common	03/23/2006		A		3.0396 ⁽¹⁾	A	\$ 0 860.9276	I	By 401(k)

Stock Share Equivalents									Trust
\$.05 Common Stock Share Equivalents	06/22/2006		A	3.4114 ⁽¹⁾	A	\$ 0	864.339	I	By 401(k) Trust

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restoration Plan Stock Units	<u>(3)</u>	03/23/2006		A	153.408 <u>(1)</u>	<u>(3)</u> <u>(3)</u>	Common Stock 153.40
Restoration Plan Stock Units	<u>(3)</u>	06/22/2006		A	184.3686 <u>(1)</u>	<u>(3)</u> <u>(3)</u>	Common Stock 184.36

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

08/23/2006

**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) Acquired pursuant to quarterly dividend.

(2) Includes 617,588 shares acquired pursuant to Employee Stock Purchase Plan on June 30, 2006.

(3) The restoration plan stock units were acquired under The Home Depot FutureBuilder Restoration Plan and convert to shares of common stock on a one-for-one basis upon a distribution event under the terms of the Plan.

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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