HOMEBANC CORP Form 4/A December 21, 2004

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

burden hours per response...

may continue.

See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Ad Lopez Paul	ldress of Repor	rting Person *	2. Issuer Name and Ticker or Trading Symbol HOMEBANC CORP [HMB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(encon un apprioner)			
			(Month/Day/Year)	Director 10% Owner			
2002 SUMMIT			11/30/2004	X Officer (give title Other (specify			
BOULEVARD, SUITE 100				below) below) EVP of Business Development			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
ATLANTA, GA 30319			12/02/2004	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (2	Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	l (A) o	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	11/30/2004		A	200	A	\$0	30,366	D	

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)

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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. Transactic 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 or Number of Shares
Dividend Equivalent Rights	(1)	11/30/2004		A	334	<u>(1)</u>	07/14/2014	Common Stock	334

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Lopez Paul 2002 SUMMIT BOULEVARD SUITE 100 ATLANTA, GA 30319

EVP of Business Development

De

(Ir

Signatures

/s/ Charles W. McGuire, Attorney-in-Fact

12/21/2004

Date

**Signature of Reporting Person

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).

Represents the acquisition of restricted stock units ("RSUs") acquired pursuant to a dividend equivalent rights feature of previously granted stock appreciation rights ("SARs") awarded under the HomeBanc Corp. Amended and Restated 2004 Long-Term Incentive Plan. The RSUs become exercisable proportionately with the SARs to which they relate. Upon exercise of the SARs, the value of the

(1) accumulated RSUs (based on the fair market value of the price of the issuer's common stock at the time of exercise) will be added to the amount payable upon exercise of the SAR, and the total value will be converted to shares of common stock to be delivered to the Reporting Person. This amended Form 4 is being filed to correct a calculation error in column 5 of Table I and column 9 of Table II of the Form 4 originally filed to report the transactions described herein.

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.

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