

SCHNEIDER SCOTT V
 Form 5/A
 February 18, 2010

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 SCHNEIDER SCOTT V

(Last) (First) (Middle)

7501 WISCONSIN AVENUE, 15TH FLOOR

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SAUL CENTERS INC [BFS]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2009

4. If Amendment, Date Original Filed (Month/Day/Year)
 02/16/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Sr. Vice President-CFO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 7,397.3804 | D | ^ |
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 419.217 ⁽⁵⁾ | I | Child-Eric |
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 419.217 ⁽²⁾ | I | Child-Carson |
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 447.601 ⁽³⁾ | I | Child-Clara |

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| | | | | | | | | | |
|--------------------------|---|---|---|---|---|---|------------------------|---|---------------|
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 437.136 ⁽⁴⁾ | I | Child-Lindsey |
| Series B Preferred Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,500 | D | ^ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option | \$ 24.91 | ^ | ^ | ^ | ^ ^ | 05/23/2004 ⁽¹⁾ 05/23/2013 | Common Stock | 12,000 |
| Employee Stock Option | \$ 33.22 | ^ | ^ | ^ | ^ ^ | 05/06/2006 ⁽¹⁾ 05/06/2015 | Common Stock | 15,000 |
| Employee Stock Option | \$ 54.17 | ^ | ^ | ^ | ^ ^ | 04/27/2008 ⁽¹⁾ 04/27/2017 | Common Stock | 15,000 |
| Employee Stock Option | \$ 25.78 | ^ | ^ | ^ | ^ ^ | 04/26/2005 ⁽¹⁾ 04/26/2014 | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHNEIDER SCOTT V 7501 WISCONSIN AVENUE 15TH FLOOR BETHESDA, MD 20814 | ^ | ^ | ^ Sr. Vice President-CFO | ^ |

Signatures

Scott V.
Schneider

02/17/2010

__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).
- (1) The options will vest 25% per year over four years from the date of grant.
 - (2) Balance increased by April 30, 2009, July 31, 2009, October 30, 2009 and January 29, 2010 Dividend Reinvestment Plan awards of 4.986 shares, 4.777 shares, 4.926 shares and 4.320, respectively.
 - (3) Balance increased by April 30, 2009, July 31, 2009, October 30, 2009 and January 29, 2010 Dividend Reinvestment Plan awards of 5.324 shares, 5.100 shares, 5.260 shares and 4.612, respectively.
 - (4) Balance increased by April 30, 2009, July 31, 2009, October 30, 2009 and January 29, 2010 Dividend Reinvestment Plan awards of 5.199 shares, 4.981 shares, 5.137 shares and 4.505, respectively.
 - (5) Balance increased by April 30, 2009, July 31, 2009, October 30, 2009 and January 29, 2010 Dividend Reinvestment Plan awards of 4.986 shares, 4.777 shares, 4.926 shares and 4.320, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.