HAMLIN CLAY W III

Form 4 June 03, 2009

FORM 4

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

SECURITIES

OMB APPROVAL

Check this box

Number: 3235-0287

Synings: January 31,

if no longer subject to Section 16. Form 4 or Form 5 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires:
Estimated

Expires. 2005
Estimated average burden hours per response... 0.5

Form 4 or
Form 5
obligations
may continue.

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

See Instruction 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HAMLIN CLAY W III			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			CORPORATE OFFICE PROPERTIES TRUST [OFC]	(Check all applicable)			
(Last) 424 MULBE	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/01/2009	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)			
HAVERFOR	RD, PA 1904	1		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Zip)	Table I	- Non-Deri	ivative Secu	rities	Acquired,	Disposed of, or I	Beneficially C	wned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)		Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Units - COPLP	06/01/2009		C	200,000		(1)	2,298,835 (2)	D	
Common Shares - COPT	06/01/2009		A	200,000	A	<u>(1)</u>	200,000	D (3)	
Common Shares - COPT	06/01/2009		S	114,853	D	\$ 30.858	85,147	D (3)	
Common Shares-COPT	06/02/2009		S	85,147	D	\$ 31.085	0	D (3)	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired]
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	m: 1	or		
						Exercisable	Date	Title	Number		
				G 1 17	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
HAMLIN CLAY W III								
424 MULBERRY LANE	X							
HAVERFORD, PA 19041								

Signatures

Karen M. Singer, by Power of Attorney

06/03/2009

**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 through conversion of COPLP Units.
- (2) The 2,298,835 units are owned as follows: 96,317 by Clay W. Hamlin, III, 2,081,107 by LBCW Limited Partnership and 121,411 by Lynn Hamlin.
- (3) These shares are owned by LBCW Limited Partnership.

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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