#### **KEYW HOLDING CORP**

Form 4 May 31, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31, 2005

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response... 0.5

Check this box if no longer subject to Section 16. 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 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* **CORPORATE OFFICE** PROPERTIES TRUST

> (First) (Middle) (Last)

6711 COLUMBIA GATEWAY DRIVE, SUITE 300

(Street)

2. Issuer Name and Ticker or Trading Symbol

KEYW HOLDING CORP [KEYW]

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

05/26/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_X\_\_ 10% Owner Director Other (specify Officer (give title below)

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

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

COLUMBIA, MD 21046

| (City)                               | (State)                              | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |   |       |                      |  |  |   |  |  |
|--------------------------------------|--------------------------------------|--|--|---|-------|----------------------|--|--|---|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                            | 3.<br>Transactic<br>Code<br>(Instr. 8) | 4. Securit<br>or Dispos<br>(Instr. 3, 4 | ed of | ` '                  | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |  |
| Common<br>Stock                      | 05/26/2011                           |  | S <u>(1)</u>                           | 16,000                                  | D     | \$<br>11.0573<br>(3) | 2,712,184  | I  | Corporate Office Properties, L.P. (2)                 |  |  |
| Common<br>Stock                      | 05/27/2011                           |  | S <u>(1)</u>                           | 9,000                                   | D     | \$ 11.07<br>(4)      | 2,703,184  | I  | Corporate<br>Office<br>Properties,<br>L.P. (2)        |  |  |

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

SEC 1474 (9-02)

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.                | 5.         | 6. Date Exerc   | cisable and | 7. Titl          | e and  | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|-------------------|------------|-----------------|-------------|------------------|--------|-------------|---|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | TransactionNumber |            | Expiration Date |             | Amou             | nt of  | Derivative  | J |
| Security    | or Exercise |                     | any                | Code              | of         | (Month/Day/     | Year)       | Under            | lying  | Security    | 5 |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8)        | Derivative | e               |             | Secur            | ities  | (Instr. 5)  | ] |
|             | Derivative  |                     | •                  | ,                 | Securities |                 |             | (Instr. 3 and 4) |        |             | ( |
|             | Security    |                     |                    |                   | Acquired   |                 |             | `                |        |             | ] |
|             | J           |                     |                    |                   | (A) or     |                 |             |                  |        |             | ] |
|             |             |                     |                    |                   | Disposed   |                 |             |                  |        |             | - |
|             |             |                     |                    |                   | of (D)     |                 |             |                  |        |             | ( |
|             |             |                     |                    |                   | (Instr. 3, |                 |             |                  |        |             |   |
|             |             |                     |                    |                   | 4, and 5)  |                 |             |                  |        |             |   |
|             |             |                     |                    |                   | .,         |                 |             |                  |        |             |   |
|             |             |                     |                    |                   |            |                 |             |                  | Amount |             |   |
|             |             |                     |                    |                   |            | Date            | Expiration  |                  | or     |             |   |
|             |             |                     |                    |                   |            |                 | Date        |                  | Number |             |   |
|             |             |                     |                    |                   |            |                 |             |                  | of     |             |   |
|             |             |                     |                    | Code V            | (A) (D)    |                 |             |                  | Shares |             |   |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CORPORATE OFFICE PROPERTIES TRUST 6711 COLUMBIA GATEWAY DRIVE, SUITE 300 COLUMBIA. MD 21046

X

## **Signatures**

Randall M. Griffin, Chief Executive Officer

05/31/2011

\*\*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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2011.
- Corporate Office Properties Trust (COPT), a publicly held Maryland real estate investment trust, is the general partner of Corporate

  Office Properties, L.P. and has voting and dispositive power over these shares. COPT is managed by a ten member Board of Trustees.

  The members of COPT's Board of Trustees, including Mr. Randall M. Griffin, Chief Executive Officer and Trustee of COPT, disclaim beneficial ownership of these shares except to the extent of their respective pecuniary interests therein.
- (3) Weighted average sale price. Sale prices ranged from 11.00-11.10. The reporting person hereby undertakes to supply the Staff, the Issuer, or a security holder of the Issuer with full information regarding the reported transactions
- (4) Weighted average sale price. Sale prices ranged from 11.00-11.13. The reporting person hereby undertakes to supply the Staff, the Issuer, or a security holder of the Issuer with full information regarding the reported transactions

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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