

HAMLIN CLAY W III
Form 4
March 13, 2009

FORM 4

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

OMB APPROVAL

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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 *
HAMLIN CLAY W III

2. Issuer Name and Ticker or Trading Symbol
CORPORATE OFFICE
PROPERTIES TRUST [OFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2009

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

424 MULBERRY LANE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HAVERFORD, PA 19041

(City) (State) (Zip)

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)
Common Units-COPLP	03/11/2009		C	128,600 D	2,790,235 (1) (2)	I	See footnote
Common Shares-COPT	03/11/2009		A	128,600 A	138,600 (1)	I	See footnote (5)
Common Shares - COPT	03/11/2009		S	128,600 D	\$ 23.55 10,000	I (3)	See footnote (3)
Common Shares	03/11/2009		S	5,000 D	\$ 23.296 5,000	I	See footnote (3)

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Common Units--COPLP	03/12/2009		C	241,500	D	Ⓐ	2,528,735	I	See footnote (4)
Common Shares-COPT	03/12/2009		A	241,500	A	Ⓐ	246,500	I	See footnote (6)
Common Shares-COPT	03/12/2009		S	241,500	D	\$ 23.98	5,000	I	See footnote (3)
Common Shares--COPT	03/12/2009		S	5,000	D	\$ 23.727	0	D	
Common Units--COPLP	03/13/2009		C	29,900	D	Ⓐ	2,498,835	I	See Footnote (7)
Common Shares--COPT	03/13/2009		A	29,900	A	Ⓐ	29,900	I	See footnote (8)
Common Shares--COPT	03/13/2009		S	29,900	D	\$ 23.941	0	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

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

Signatures

Karen M. Singer, by Power of Attorney

03/13/2009

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 2,790,235 units are owned as follows: 96,317 by Clay W. Hamlin, III, 2,552,507 by LBCW Limited Partnership and 121,411 by Lynn Hamlin.

(3) These shares are held in an IRA Account by Clay W. Hamlin, III.

(4) The 2,528,735 units are owned as follows: 96,317 by Clay W. Hamlin, III, 2,311,007 by LBCW Limited Partnership and 121,411 by Lynn Hamlin.

(5) These shares are owned 10,000 in an IRA Account by Clay W. Hamlin, III and 128,600 by LBCW Limited Partnership.

(6) These shares are owned 5,000 in an IRA Account by Clay W. Hamlin, III and 241,500 by LBCW Limited Partnership.

(7) The 2,498,835 units are owned as follows: 96,317 by Clay W. Hamlin, III, 2,281,107 by LBCW Limited Partnership and 121,411 by Lynn Hamlin.

(8) 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.

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