

HAMLIN CLAY W III  
 Form 4  
 February 02, 2012

**FORM 4**

**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).

**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)

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

**6711 COLUMBIA GATEWAY  
 DRIVE, SUITE 300**

**02/01/2012**

(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

**COLUMBIA, MD 21046**

(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)
			Code	V Amount (A) or (D) Price			
Common Units-COPLP	02/01/2012		C	10,000 D <u>(4)</u>	1,519,560	I	See Footnote <u>(3)</u>
Common Shares-COPT	02/01/2012		M	10,000 A <u>(1)</u>	14,000	I	See Footnote <u>(2)</u>
Common Shares-COPT	02/01/2012		S	10,000 <u>(5)</u> D \$ 24.6597	4,000	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.

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(9-02)

**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 (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMLIN CLAY W III 6711 COLUMBIA GATEWAY DRIVE SUITE 300 COLUMBIA, MD 21046	X			

## Signatures

Karen M. Singer, by Power of Attorney  
Date: 02/02/2012

\_\_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) These shares are owned as follows: 10,000 shares are owned by LBCW Limited Partnership as a result of this conversion and 4,000 shares are owned by Clay W. Hamlin, III.
- (3) The 1,519,560 units are owned as follows: 87,042 by Clay W. Hamlin, III; 1,311,107 by LBCW; L.P.; and 121,411 by Lynn Hamlin.
- (4) These COPLP Units were converted into Common Shares of COPT.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by LBCW, L.P. on December 14, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: HAMLIN CLAY W III - Form 4

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