

HAMLIN CLAY W III
Form 4
January 25, 2013

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

01/23/2013

(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)
Common Units-COPLP	01/23/2013		C	33,787 D <u>(4)</u>	1,254,370	I	See Footnote <u>(3)</u>
Common Shares-COPT	01/23/2013		M	33,787 A <u>(1)</u>	41,312	I	See Footnote <u>(2)</u>
Common Shares-COPT	01/23/2013		S	33,787 <u>(5)</u> D \$ 27	7,525	D	
Common Units-COPLP	01/24/2013		C	74,996 D <u>(4)</u>	1,179,374	I	See footnote

									(7)
Common Shares-COPT	01/24/2013		M	74,996	A	(1)	82,521	I	See Footnote (6)
Common Shares-COPT	01/24/2013		S	74,996 (5)	D	\$	7,525	D	
						27.055			

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

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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. Nu
						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 6711 COLUMBIA GATEWAY DRIVE SUITE 300 COLUMBIA, MD 21046	X			

Signatures

Karen M. Singer, by Power of Attorney
01/25/2013
**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: 33,787 shares are owned by LBCW Limited Partnership as a result of this conversion and 7,525 shares are owned by Clay W. Hamlin, III.

(3) The 1,254,370 units are owned as follows: 65,639 by Clay W. Hamlin, III; 1,067,320 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.

(6) These shares are owned as follows: 74,996 shares are owned by LBCW Limited Partnership as a result of this conversion and 7,525 shares are owned by Clay W. Hamlin, III.

(7) The 1,179,374 units are owned as follows: 65,639 by Clay W. Hamlin, III; 992,324 by LBCW; L.P.; and 121,411 by Lynn Hamlin.

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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