

HAMLIN CLAY W III
Form 4
April 23, 2010

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)
424 MULBERRY LANE

3. Date of Earliest Transaction
(Month/Day/Year)
04/21/2010

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

(Street)
HAVERFORD, PA 19041

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

(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 or Price				
Common Units-COPLP	04/21/2010		C		33,393	D	(4) 1,651,036 (3)	I	See footnote
Common Shares-COPT	04/21/2010		M		33,393	A	(1) 33,393	I	See footnote (2)
Common Shares - COPT	04/21/2010		S		33,393	D	\$ 42.504	0	D
Common Units-COPLP	04/22/2010		C		78,088	D	(4) 1,572,948 (5)	I	See footnote
	04/22/2010		M		78,088	A	(1) 78,088	I	

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- (2) These shares are owned by LBCW Limited Partnership.
- (3) The 1,651,036 units are owned as follows: 96,317 by Clay W. Hamlin, III, 1,433,308 by LBCW, L.P. and 121,411 by Lynn Hamlin
- (4) Disposed through conversion of COPLP Units into Common Shares
- (5) The 1,572,948 units are owned as follows: 96,317 by Clay W. Hamlin, III, 1,355,220 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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