

HAMLIN CLAY W III  
Form 4  
January 29, 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

01/25/2013

(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)
			Code	V	Amount or Price		
Common Units-COPLP	01/25/2013		C		86,530 D <u>(4)</u>	1,092,844	I See Footnote <u>(3)</u>
Common Shares-COPT	01/25/2013		M		86,530 A <u>(1)</u>	94,055	I See Footnote <u>(2)</u>
Common Shares-COPT	01/25/2013		S		86,530 <u>(5)</u> D \$ 27.0804	7,525	D
Common Units-COPLP	01/28/2013		C		4,687 D <u>(4)</u>	1,088,157	I See footnote

									(7)
Common Shares-COPT	01/28/2013		M	4,687	A	(1)	12,212	I	See Footnote (6)
Common Shares-COPT	01/28/2013		S	<u>4,687</u> (5)	D	\$ 27	7,525	D	

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. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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  
 01/29/2013  
 \*\*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: 86,530 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 1,092,844 units are owned as follows: 65,639 by Clay W. Hamlin, III; 905,794 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: 4,687 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 1,088,157 units are owned as follows: 65,639 by Clay W. Hamlin, III; 901,107 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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