

CORPORATE OFFICE PROPERTIES TRUST

Form 4

February 19, 2014

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)

**6711 COLUMBIA GATEWAY
 DRIVE, SUITE 300**

(Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
02/14/2014

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

COLUMBIA, MD 21046

(City) (State) (Zip)

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

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	02/14/2014		C	17,151 D <u>(4)</u>	986,809	I	See Footnote (3)
Common Shares-COPT	02/14/2014		M	17,151 A <u>(1)</u>	28,541	I	See Footnote (2)
Common Shares-COPT	02/14/2014		S	17,151 <u>(5)</u> D \$ 27.0007	11,390	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 Reported 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

02/19/2014

____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: 17,151 shares are owned by LBCW Limited Partnership as a result of this conversion and 11,390 shares are owned by Clay W. Hamlin, III.

(3) The 986,809 units are owned as follows: 61,442 by Clay W. Hamlin, III; 803,956 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 October 29, 2013.

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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