

HAMLIN CLAY W III
Form 4
December 14, 2005

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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/22/2005

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Units - COPLP | 11/22/2005 | | D | 3,375 | D (1) 3,715,285 | I | See footnote (2) |
| Common Units - COPLP | 12/12/2005 | | C | 150,000 | D (3) 3,565,285 | I | See footnote (3) |
| Common Shares - COPT | 12/12/2005 | | A | 150,000 | A (4) 160,000 | I | See footnote (5) |
| Common Shares - | 12/12/2005 | | D | 37,500 | D \$ 122,500 36.58 | I | See footnote |

| | | | | | | | | | |
|----------|------------|--|---|--------|---|---------|--------|-----|----------|
| COPT | | | | | | | | (6) | |
| Common | | | | | | | | See | |
| Shares - | 12/13/2005 | | D | 37,500 | D | \$ 36.3 | 85,000 | I | footnote |
| COPT | | | | | | | | | (7) |

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

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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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HAMLIN CLAY W III 424 MULBERRY LANE HAVERFORD, PA 19041 | | X | | |

Signatures

Karen M. Singer, by Power of Attorney
Date: 12/14/2005
**Signature of Reporting Person

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) Total Gift 3,375 Common Units of Corporate Office Properties, L.P. to the following organizations: 325 Units to The Nichols School, 200 units to Johns Hopkins University, 750 units to University of Pennsylvania, Friends of Penn Tennis, 200 units to National Prostate Cancer Coalition, 500 units to Episcopal Academy, 100 units to Bryn Mawr Presbyterian Church, 350 units to Arthur Ashe Youth Tennis &

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Education, 200 units to Heritage Foundation, and 750 units to Volunteers in Medicine.

- (2) As of 11/22/05, COPLP Units owned as follows: 3,031,107 owned by LBCW Limited Partnership, 562,767 owned directly by Clay Hamlin, 121,411 owned by Lynn Hamlin
- (3) As of 12/12/05, COPLP Units owned as follows: 2,881,107 owned by LBCW Limited Partnership, 562,767 owned by Clay, 121,411 owned by Lynn Hamlin
- (4) Acquired through Conversion of COPLP Units
- (5) 10,000 Common Shares held in IRA, 150,000 Owned by LBCW Limited Partnership
- (6) 10,000 Common Shares held in IRA, 112,500 Owned by LBCW Limited Partnership
- (7) 10,000 Common Shares held in IRA, 75,000 Owned by LBCW Limited Partnership

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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