

CORPORATE OFFICE PROPERTIES TRUST

Form 4

July 25, 2011

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**SHIDLER JAY H**

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)  
Trustee

**6711 COLUMBIA GATEWAY DRIVE, SUITE 300**

**07/21/2011**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

**COLUMBIA, MD 21046**

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 Ownership (Instr. 4)
				(A) or (D)	Price		
COPLP Units	07/21/2011		C	5,521 D	(1) 1,821,811	D	(4)
Common Shares	07/21/2011		M	5,521 A	(3) 9,521	D	
Common Shares	07/21/2011		S	5,521 (2) D	\$ 31.96 4,000	D	
COPLP Units	07/25/2011		C	5,955 D	(1) 1,815,856	D	(5)
Common Shares	07/25/2011		M	5,955 A	(3) 9,955	D	

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Common Shares      07/22/2011      S      5,955  
(2)      D      \$ 31.96      4,000      D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

SHIDLER JAY H  
6711 COLUMBIA GATEWAY DRIVE  
SUITE 300  
COLUMBIA, MD 21046

X

Trustee

## Signatures

Karen M. Singer, by Power of Attorney

07/25/2011

\_\_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) These units were converted into common shares of COPT.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Jay H. Shidler on May 12, 2011.

(3) Acquired through conversion of COPLP Units.

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(4) These units are owned as follows: 431,893 by Jay H. Shidler and 1,389,918 by Shidler Equities, L.P.

(5) These units are owned as follows: 431,893 by Jay H. Shidler and 1,383,963 by Shidler Equities, L.P.

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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