#### Edgar Filing: CORPORATE OFFICE PROPERTIES TRUST - Form 4

#### CORPORATE OFFICE PROPERTIES TRUST

Form 4

February 20, 2014

# FORM 4

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

**OMB** 3235-0287 Number:

Expires:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Form 4 or Form 5 obligations may continue.

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

**SECURITIES** 

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* HAMLIN CLAY W III

(First)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

(Middle)

**CORPORATE OFFICE** 

(Check all applicable)

PROPERTIES TRUST [OFC]

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner Other (specify

5. Relationship of Reporting Person(s) to

(Month/Day/Year)

02/18/2014

Officer (give title

6711 COLUMBIA GATEWAY DRIVE, SUITE 300

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

COLUMBIA, MD 21046

| (City)                         | (State) (Zip)                           | Table I -   | Non-Deriv                               | ative Secu  | rities . | Acquir     | ed, Disposed of,   | or Beneficiall   | y Owned   |
|--------------------------------|---|---|---|---|----------|------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securit<br>or(A) or Dis<br>(D)<br>(Instr. 3, 4 | sposed   | of         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common<br>Units-COPLP          | 02/18/2014                              |   | C                                       | 300   | D        | <u>(4)</u> | 986,509  | I  | See Footnote (3)  |
| Common<br>Shares-COPT          | 02/18/2014                              |   | M                                       | 300   | A        | (1)        | 11,690   | I  | See Footnote (2)  |
| Common<br>Shares-COPT          | 02/18/2014                              |   | S                                       | 300 (5)   | D        | \$ 27      | 11,390   | D  |   |
| Common<br>Units-COPLP          | 02/19/2014                              |   | C                                       | 12,549  | D        | <u>(4)</u> | 973,960  | I  | See<br>Footnote   |

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|                       |            |   |               |   |       |        |   | (1)              |
|-----------------------|------------|---|---------------|---|-------|--------|---|------------------|
| Common<br>Shares-COPT | 02/19/2014 | M | 12,549        | A | (1)   | 23,939 | I | See Footnote (6) |
| Common<br>Shares-COPT | 02/19/2014 | S | 12,549<br>(5) | D | \$ 27 | 11,390 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transacti<br>Code<br>(Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | <b>.</b>            | ate                | 7. Titl<br>Amou<br>Under<br>Securi<br>(Instr. | nt of<br>lying                         | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secun<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|---------------------------------------|---|---------------------|--------------------|---|--|---|---|
|   |   |   | Code V                                | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |   |

## **Reporting Owners**

\*\*Signature of Reporting Person

Attorney

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
| <b>FG</b>   | Director      | 10% Owner | Officer | Other |  |  |  |
| HAMLIN CLAY W III<br>6711 COLUMBIA GATEWAY DRIVE<br>SUITE 300<br>COLUMBIA, MD 21046 | X             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| Karen M. Singer, by Power of  |               |           |         |       |  |  |  |

Reporting Owners 2

02/20/2014 Date

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## **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.

a currently valid OMB number.

- (2) These shares are owned as follows: 300 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 986,509 units are owned as follows: 61,442 by Clay W. Hamlin, III; 803,656 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.
- (6) These shares are owned as follows: 12,549 shares are owned by LBCW Limited Partnership as a result of this conversion and 11,390 shares are owned by Clay W. Hamlin, III
- (7) The 973,960 units are owned as follows: 61,442 by Clay W. Hamlin, III; 791,107 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.

  Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays