

KEYW HOLDING CORP  
 Form 3  
 September 30, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*  
 ^ CORPORATE OFFICE  
 PROPERTIES TRUST

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 09/30/2010

3. Issuer Name and Ticker or Trading Symbol  
 KEYW HOLDING CORP [KEYW]

(Last) (First) (Middle)

4. Relationship of Reporting Person(s) to Issuer

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

6711 COLUMBIA GATEWAY  
 DRIVE, ^ SUITE 300

(Check all applicable)

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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 Beneficially Owned**

1. Title of Security  
 (Instr. 4)

2. Amount of Securities Beneficially Owned  
 (Instr. 4)

3. Ownership Form:  
 Direct (D)  
 or Indirect (I)  
 (Instr. 5)

4. Nature of Indirect Beneficial Ownership  
 (Instr. 5)

Common stock, par value \$0.001

3,068,184

I

Corporate Office Properties, L.P.  
 (1)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security  
 (Instr. 4)

2. Date Exercisable and Expiration Date  
 (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership  
 (Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrants to purchase common stock	03/15/2010	03/15/2017	Common stock	50,000	\$ 9.25	I	Corporate Office Properties, L.P. <u>(1)</u>

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

CORPORATE OFFICE PROPERTIES TRUST  
6711 COLUMBIA GATEWAY DRIVE  
SUITE 300  
COLUMBIA, MD 21046

^ ^ X ^ ^

## Signatures

/s/ Sarah E. Roberts as Attorney-in-Fact for Corporate Office Properties, LP

09/30/2010

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) Corporate Office Properties Trust (COPT), a publicly held Maryland real estate investment trust, is the general partner of Corporate Office Properties, L.P. and has voting and dispositive power over these shares. COPT is managed by a ten member Board of Trustees. The members of COPT's Board of Trustees, including Mr. Randall M. Griffin, Chief Executive Officer and Trustee of COPT, disclaim beneficial ownership of these shares except to the extent of their respective pecuniary interests therein.

^

**Remarks:**

Exhibit List === Exhibit 24 - Power of Attorney

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 a currently valid OMB number.