

HAMLIN CLAY W III
Form 4
December 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
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)		
			Code	V	Amount	(A) or (D)	Price		
Common Units - COPLP	11/22/2005		D		3,375	D	<u>(1)</u> 3,715,285	I	See footnote (2)
Common Units - COPLP	12/12/2005		C		150,000	D	<u>(3)</u> 3,565,285	I	See footnote (3)
Common Shares - COPT	12/12/2005		A		150,000	A	<u>(4)</u> 160,000	I	See footnote (5)
Common Shares -	12/12/2005		D		37,500	D	\$ 36.58 122,500	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.

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)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	---

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 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) 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 &

Edgar Filing: HAMLIN CLAY W III - Form 4

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.

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.