GRIFFIN RANDALL M
Form 4
August 05, 2009

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRIFFIN RANDALL M

(Last) (First) (Middle)

11666 FARSIDE ROAD

(Street)

ELLICOTT CITY, MD 21042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CORPORATE OFFICE PROPERTIES TRUST [OFC]

3. Date of Earliest Transaction (Month/Day/Year)
08/03/2009

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) __X__ Other (specify below)
President & CEO / Trustee

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Shares	08/03/2009		M		53,300	A	$ 7.375	560,482 (1)	D	
Common Shares	08/03/2009		S		53,300	D	$ 33.86	507,182 (2)	D	
Common Shares	08/04/2009		M		106,700	A	$ 7.375	613,882 (4)	D	
Common Shares	08/04/2009		S		106,700	D	$ 33.9	507,182 (3)	D	

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Options of Common Shares	$ 7.375	08/03/2009		M			53,300	12/16/2000	12/16/2009	Common Shares	53,30
Options of Common Shares	$ 7.375	08/04/2009		M			106,700	12/16/2000	12/16/2009	Common Shares	106,70

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRIFFIN RANDALL M 11666 FARSIDE ROAD ELLICOTT CITY, MD 21042			President & CEO	Trustee

Signatures

Karen M. Singer, by Power of Attorney	08/04/2009
**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) As of 8/3/09, common share holdings comprised of 95,888 owned by RMG Security Trust, 2,525 owned by spouse and daughters, 2,000 owned by Rand Griffin Non-qualified 401K plan, 299,086 unrestricted and 160,983 restricted.

(2) As of 6/12/09, common share holdings comprised of 95,888 owned by RMG Security Trust, 2,525 owned by spouse and daughters, 2,000 owned by Rand Griffin Non-qualified 401K plan, 245,786 unrestricted and 160,983 restricted.

(3)

As of 8/4/09, common share holdings comprised of 95,888 owned by RMG Security Trust, 2,525 owned by spouse and daughters, 2,000 owned by Rand Griffin Non-qualified 401K plan, 245,786 unrestricted and 160,983 restricted.

(4) As of 8/4/09, common share holdings comprised of 95,888 owned by RMG Security Trust, 2,525 owned by spouse and daughters, 2,000 owned by Rand Griffin Non-qualified 401K plan, 352,486 unrestricted and 160,983 restricted.

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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