

GRIFFIN RANDALL M  
Form 4  
February 27, 2009

**FORM 4**

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

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).

**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 \*  
GRIFFIN RANDALL M

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)  
11666 FARMSIDE ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/25/2009

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

ELLICOTT CITY, MD 21042

(City) (State) (Zip)

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

**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)
			Code	V	Amount	(A) or (D)	Price
Common Shares	02/25/2009		F		3,260	D	② 450,598 <sup>(1)</sup>
Common Shares	02/26/2009		F		3,282	D	② 447,316 <sup>(4)</sup>
Restricted Common Shares	02/26/2009		A		78,217	A	③ 525,533 <sup>(5)</sup>

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

Karen M. Singer, by Power of Attorney  
Date: 02/27/2009

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 2/25/09, 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, 220,294 unrestricted and 129,891 restricted.
- (2) These shares were forfeited as part of a net share settlement in connection with a restricted share lapsing.
- (3) These restricted shares will vest equally over a three year period on 3/1/10, 3/1/11 and 3/1/12.
- (4) As of 2/26/09, 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, 224,161 unrestricted and 122,742 restricted.
- (5) After new grant, 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, 224,161 unrestricted and 200,959 restricted.

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.