

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person\*

Constellation Energy Group, Inc.

(Last) (First) (Middle)

250 W. Pratt Street

(Street)

Baltimore MD 21201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Corporate Office Properties Trust ("OFC")

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

March, 2002

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

6. Relationship of Reporting Person to Issuer  
(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

7. 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

		3.	4.	5.	6.
Owner-			Securities Acquired (A) or Disposed of (D)	Amount of Securities	ship
Form:	7.	Transaction	(Instr. 3, 4 and 5)	Beneficially	
Direct	Nature of	2.	Code	Owned at End	(D)
or Indirect		Transaction	(Instr. 8)	of Month	
1.			(A)		
Indirect	Beneficial				

Title of Security Ownership (Instr. 3) (Instr.4) (Instr. 4)	Date (mm/dd/yy)	----- Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	(I)
<S> <C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>

Common Shares of Beneficial Interest (b)	3/1/02	C(a)		1	A	(a)		I
--	--------	------	--	---	---	-----	--	---

Common Shares of Beneficial Interest (b)	3/5/02	S		8,876,172	D	\$12.04	0	I
--	--------	---	--	-----------	---	---------	---	---

</TABLE>  
\* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response) (Over)

FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<TABLE>  
<CAPTION>

10.	Owner-ship	Form	of	Deriv-ative Secur-ity:	11.	Nature of In-direct	2.	Conver-sion or Exer-cise Price	3.	Trans-action	4.	Secur-ities Acquired (A) or Disposed	5.	Number of Derivative Securities	6.	Date Exercisable and Expiration Date	7.	Title and Amount of Underlying Securities (Instr. 3 and 4)	8.	Price of Deriv-	9.	Number of Deriv-ities Bene-ficially Owned
-----	------------	------	----	------------------------	-----	---------------------	----	--------------------------------	----	--------------	----	--------------------------------------	----	---------------------------------	----	--------------------------------------	----	--	----	-----------------	----	---

(D) or 1. In- Title of direct Derivative (I) Security (Instr. (Instr. 3) 4)	Bene- ficial Owner- ship (Instr. (Instr. 4)	of Deriv- ative Secur- ity	action Date (Month/ Day/ Year)	Code (Instr. 8) ----- Code V	of (D) (Instr. 3, 4 and 5) ----- (A) (D)	(Month/Day/Year) ----- Date Expira- tion Exer- cisable Date Title	Amount or Number of Shares	ative Secur- ity (Instr. 5)	at End of Month (Instr. 4)
---	--	--	--	--	--	--	--	---	--

<S>		<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
<C>	<C>											

Series A I Convertible Preferred Shares of Beneficial Interest	(b)	1.8748	3/5/02	C(a)	1	9/29/00	Common Shares 1	(a)	0
shares of Common Shares for each share of Series A Preferred									

</TABLE>

#### Explanation of Responses:

(a) Acquired pursuant to the terms of a Contribution Agreement, dated as of May 14, 1998, as amended on July 16, 1998, and September 28, 1998, by and among the entities listed therein as sellers and Corporate Office Properties, L.P. and the Issuer and a Service Company Asset Contribution Agreement, dated as of May 14, 1998 by and among Constellation Real Estate, Inc., KMS Oldco, Inc., Constellation Real Estate Group, Inc., Corporate Office Properties, L.P. and the Issuer. The Common Shares of Beneficial Interest and the Series A Convertible Preferred Shares of Beneficial Interest were acquired in exchange for real property and other assets transferred to the Issuer. The Series A Convertible Preferred Shares of Beneficial Interest are convertible into Common Shares of Beneficial Interest at the conversion rate of 1.8748 Shares of Common Shares for each Share of Series A Preferred after September 28, 2000.

(b) The Common Shares of Beneficial Interest and the Series A Convertible Preferred Shares of Beneficial Interest are held by Constellation Real Estate, Inc. (formerly Constellation Properties, Inc.), a wholly owned subsidiary of Constellation Real Estate Group, Inc., which is a wholly owned subsidiary of Constellation Enterprises, Inc., which is a wholly owned subsidiary of Constellation Energy Group, Inc.

By: /s/ David A. Brune

3/7/02

-----  
 \*\*Signature of Reporting Person  
 David A. Brune, Vice President, General Counsel  
 and Secretary

-----  
 Date

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

Page 2

JOINT FILING  
LISTING OF OTHER REPORTING PERSONS

REPORTING PERSONS	IRS NUMBER
Constellation Real Estate, Inc. (formerly Constellation Properties, Inc.)	52-1237835
Constellation Enterprises, Inc.	52-2080643

Page 3