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

OMB APPROVAL OMB Number: 3235-0287 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).

Common

Shares

(Print or Type Responses)

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * SHIDLER JAY H |  |  |   | 2. Issuer Name and Ticker or Trading Symbol CORPORATE OFFICE PROPERTIES TRUST [OFC] |           |   |  |                    |         |                | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_Director Officer (give title below) Other (specify below)       |  |  |   |  |   |                     |
|---|--|--|---|---|-----------|---|--|--------------------|---------|----------------|---|--|--|---|--|---|---------------------|
| THE SHI<br>SUITE 17                                     | DLER GR  | OUP, 841 BISH                              | CON COMP. TITLE   | 3. Date o   |           |   | ransactio  | on (Mont           | h/Day/Y | ear)           |   |  |  |   | Trustee  |   |                     |
| (Street)  |  |  |   | 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 |  |  |   |  |   |                     |
| HONOLULU, HI 96813 (City) (State) (Zip)                 |  |  |   | Takla I New Desireday Committee   |           |   |  |                    |         |                |   | :  |  | -£ D  | £-:-U O  |   |                     |
|   | Table 1 - Non-Derivative Securities Acquired, Disposed of, or beneficially Owned |  |   |   |           |   |  |                    |         | 7.31.4         |   |  |  |   |  |   |                     |
| 1.Title of Security (Instr. 3)                          |  | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) |   | (Instr. 8 |   | 4. Securities Acqui<br>(A) or Disposed of<br>(Instr. 3, 4 and 5) |                    | of (D)  |                |   | <i>'</i>   |  | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |   |                     |
|   |  |  |   |   |           |   | Code   | e V                | Amoun   | (A) or (D)     | Price   |  |  |   |  | (I)<br>(Instr. 4)                                   |                     |
| Common  | Common Shares  |  |   |   |           | M   |  | 5,000              | A       | \$<br>13.4     | 20,263  |  | 1                                      | D   |  |   |                     |
| Common Shares   |  |  | 02/23/2007  |   |           | M   |  | 5,000              | A       | \$<br>16.2     | 25,263  |  |  | ]   | D  |   |                     |
| Common Shares   |  |  | 02/23/2007  |   |           | М   |  | 5,000              | A       | \$<br>19.65    | 30,263  |  |  | ]   | D  |   |                     |
| Common Shares 02/2                                      |  |  | 02/23/2007  |   |           |   | М  |                    | 5,000   | A              | \$<br>26.94   | 35,263   |  |   | ]  | D   |                     |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)     | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security            | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Transaction of Code (Instr. 8) Se Ac (A Di of (Ir                             |           | of<br>Deriv<br>Secur<br>Acqu<br>(A) o<br>Dispo<br>of (D<br>(Instr | vative rities aired or osed b) r. 3, 4,                          |                    |         |                | of Un<br>Secur  | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) |  |   | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | Owners Form of Derivati Security Direct ( or Indire | Owners<br>(Instr. 4 |
|   |  |  |   | Code  |           | (A)   | r<br>L   | Date<br>Exercisabl |         | piration<br>te | Title   | 0  | Amount<br>or<br>Number<br>of<br>Shares |   |  |   |                     |
| Options<br>of<br>Common<br>Shares                       | \$ 13.4  | 02/23/2007                                 |   | М   |           | 4   | 5,000 0  | )5/16/20           | 003 05  | /16/201        | /   | nmon   | 5,000                                  | \$ 13.4   | 20,000   | D   |                     |
| Options<br>of<br>Common<br>Shares                       | \$ 16.2  | 02/23/2007                                 |   | М   |           | 4   | 5,000 0  | )5/15/2(           | 004 05  | /15/201        | <b>7</b>  | nmon   | 5,000                                  | \$ 16.2   | 15,000   | D   |                     |
| Options<br>of<br>Common<br>Shares                       | \$ 19.65   | 02/23/2007                                 |   | М   |           |   | 5,000 0  | )5/13/2(           | 005 05  | /13/201        | 4   | nmon   | 5,000                                  | \$ 19.65  | 10,000   | D   |                     |
| Options of  | \$ 26.94   | 02/23/2007                                 |   | М   |           |   | 5,000 0  | 05/19/20           | 006 05  | /19/201        | Com   | nmon   | 5,000                                  | \$ 26.94  | 5,000  | D   |                     |

5,000 05/19/2006 05/19/2015

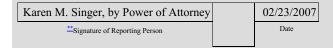
5,000 \$ 26.94

Shares

## **Reporting Owners**

|   | Relationships |              |         |         |  |  |  |  |
|---|---------------|--------------|---------|---------|--|--|--|--|
| Reporting Owner Name / Address  | Director      | 10%<br>Owner | Officer | Other   |  |  |  |  |
| SHIDLER JAY H<br>THE SHIDLER GROUP<br>841 BISHOP STREET, SUITE 1700<br>HONOLULU, HI 96813 | X             |              |         | Trustee |  |  |  |  |

# **Signatures**



## **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).

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.