

# 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>SHIDLER JAY H</b>		2. Issuer Name and Ticker or Trading Symbol <b>CORPORATE OFFICE PROPERTIES TRUST [OFC]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	
(Last) (First) (Middle) <b>THE SHIDLER GROUP, 841 BISHOP STREET, SUITE 1700</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>03/03/2009</b>		Trustee _____	
(Street) <b>HONOLULU, HI 96813</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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	03/03/2009		C		1,600,000	D	\$ 0 <sup>(1)</sup>	1,848,317	I	See Footnote <sup>(2)</sup>
Common Shares - COPT	03/03/2009		A		1,600,000	A	\$ 0 <sup>(1)</sup>	1,600,000	I	See Footnote <sup>(3)</sup>
Common Shares - COPT	03/03/2009		S		436,761	D	\$ 23.322	1,163,239	I	See Footnote <sup>(4)</sup>
Common Shares - COPT	03/04/2009		S		363,209	D	\$ 23.283	800,030	I	See Footnote <sup>(5)</sup>
Common Shares - COPT	03/05/2009		S		515	D	\$ 23.051	799,515	I	See Footnote <sup>(6)</sup>

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.**

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

## Reporting Owners

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

## Signatures

Karen M. Singer, by Power of Attorney		03/05/2009
<small>**Signature of Reporting Person</small>		<small>Date</small>

## 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) Acquired through conversion of COPLP Units.
  - (2) The 1,848,317 units are owned as follows: 452,878 by Jay Shidler and 1,395,439 by Shidler Equities.
  - (3) These 1,600,000 common shares are owned by Shidler Equities.
  - (4) These 1,163,239 common shares are owned by Shidler Equities.
  - (5) These 800,030 common shares are owned by Shidler Equities.
  - (6) These 799,515 common shares are owned by Shidler Equities.

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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