

# FORM 4

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

OMB APPROVAL	
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## 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

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* <b>GRIFFIN RANDALL M</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 type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Other (specify below) <b>President &amp; CEO / Trustee</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/24/2009</b>					
11666 FARMSIDE ROAD								
(Street)			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		
ELLICOTT CITY, MD 21042								
(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 Shares	08/24/2009		M		6,932	A	\$ 7.625	514,114 (1)	D	
Common Shares	08/24/2009		M		25,000	A	\$ 9.75	539,114 (3)	D	
Common Shares	08/24/2009		S		31,932	D	\$ 38.138	507,182 (2)	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)		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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options of Common Shares	\$ 7.625	08/24/2009		M		6,932		01/01/2001	01/01/2010	Common Shares	6,932	\$ 7.625	243,068	D	
Options of Common Shares	\$ 9.75	08/24/2009		M		25,000		09/12/2001	09/12/2010	Common Shares	25,000	\$ 9.75	218,068	D	

## Reporting Owners

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

## Signatures

Karen M. Singer, by Power of Attorney	08/24/2009
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## 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, 252,718 unrestricted and 160,983 restricted.
- (2) 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.
- (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, 277,718 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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