SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB Number 3235-0287 Estimated average burden hours per response:

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 [*] <u>Myers Matthew T</u>					2. Issuer Name and Ticker or Trading Symbol <u>CORPORATE OFFICE PROPERTIES TRUST</u> [OFC]								T (Chec	k all applicab Director	onship of Reporting Per all applicable) Director Officer (give title		rson(s) to Issuer 10% Owner Other (specify	
(Last) (First) (Middle) 6711 COLUMBIA GATEWAY DR					3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023									below) SVP-CAO & C		CON	below)	
SUITE 300					4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street)														•	Dne Reportin	g Person		
COLUMBIA MD			1046															
(City)	(State) (2	Zip)															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) Date (Month						ar) Exe	2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispose Code (Instr.		ities Acquired (A) or d Of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		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	(Instr. 3 and 4)			(instr. 4)	
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/Yea	Cod	Transaction Code (Instr.		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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Cod	e V	(A)		(D)	Date Exercisal		Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	1011(5)		
Profit Interest Units	(1)	03/01/2023		А		2,6	524 ⁽²⁾		(1)(3)		(1)(3)	Common Shares	2,624	\$0	2,62	4	D	

Explanation of Responses:

1. Each Profit Interest Unit will convert automatically into one share of beneficial interest, designated as a unit (an "OP Unit"), in Corporate Office Properties, L.P. when such Profit Interest Unit becomes vested and upon equalization of its capital account balance. OP Units are redeemable for cash, or, at the option of Corporate Office Properties Trust, exchangeable for common shares of Corporate Office Properties Trust, our entry on a one-for-one basis.

2. Represents Profit Interest Units issued pursuant to the Corporate Office Properties Trust 2017 Omnibus Equity and Incentive Plan.

3. The Profit Interest Units will vest in three equal installments over a three-year period.

/s/ David L. Finch, by Power of 03/03/2023 Attorney

** Signature of Reporting Person Date

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

* 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.

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 Number.

OMB APPROVAL 0.5