

SWEET KENNETH S
Form 4
February 22, 2006

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SWEET KENNETH S

2. Issuer Name and Ticker or Trading Symbol
CORPORATE OFFICE
PROPERTIES TRUST [OFC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
140 CHESWOLD LANE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2006

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

HAVERFORD, PA 19041

(City) (State) (Zip)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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 Ownership (Instr. 4)
				Code	V	Amount			
Common Shares	02/21/2006	02/21/2006	M			2,500	\$ 7.59	2,500	D
Common shares	02/21/2006	02/21/2006	M			5,000	\$ 12.25	7,500	D
Common Shares	02/21/2006	02/21/2006	M			5,000	\$ 8	12,500	D
Common Shares	02/21/2006	02/21/2006	M			5,000	\$ 8.812	17,500	D
Common Shares	02/21/2006	02/21/2006	M			5,000	\$ 10.48	22,500	D

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Common Shares 02/21/2006 02/21/2006 S 22,500 D \$ 41.5916 0 D

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

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(9-02)

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. Amount or Number of Shares
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Options of Common Shares	\$ 7.59	02/21/2006	02/21/2006	M		2,500		10/14/1998 10/14/2007 Common Stock	2,500
Options of Common Shares	\$ 12.25	02/21/2006	02/21/2006	M		5,000		03/12/1999 03/12/2008 Common Stock	5,000
Options of Common Shares	\$ 8	02/21/2006	02/21/2006	M		5,000		05/20/2000 05/20/2009 Common Stock	5,000
Options of Common Shares	\$ 8.812	02/21/2006	02/21/2006	M		5,000		05/16/2001 05/16/2010 Common Stock	5,000
Options of Common Shares	\$ 10.48	02/21/2006	02/21/2006	M		5,000		05/17/2002 05/17/2011 Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEET KENNETH S 140 CHESWOLD LANE HAVERFORD, PA 19041		X		

Signatures

Karen M. Singer, by Power of Attorney	02/22/2006
<u> </u> **Signature of Reporting Person	Date

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.

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