

CORPORATE OFFICE PROPERTIES TRUST
 Form 4/A
 March 13, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 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).

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 *
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)

(Last) (First) (Middle)

THE SHIDLER GROUP, 841 BISHOP STREET, SUITE 1700

(Street)

HONOLULU, HI 96813

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2009

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

4. If Amendment, Date Original Filed(Month/Day/Year)
03/05/2009

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or Price (D) | | |
| Common Units - COPLP | 03/03/2009 | | C | | 1,600,000 D \$ 0 ⁽¹⁾ | 1,848,317 I | See Footnote <u>(2)</u> |
| Common Shares - COPT | 03/03/2009 | | A | | 1,600,000 A \$ 0 ⁽¹⁾ | 1,600,000 I | See Footnote <u>(3)</u> |
| Common Shares - COPT | 03/03/2009 | | S | | 436,791 D \$ 23.322 | 1,163,209 I | See Footnote <u>(4)</u> |
| Common | 03/04/2009 | | S | | 363,209 D \$ | 800,000 I | See |

Edgar Filing: CORPORATE OFFICE PROPERTIES TRUST - Form 4/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 1,163,209 common shares are owned by Shidler Equities.
- (5) These 800,000 common shares are owned by Shidler Equities.
- (6) These 799,485 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. 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.