WAESCHE ROGER A JR

Form 4 March 03, 2011

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

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Estimated average burden hours per

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

response...

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WAESCHE ROGER A JR

2. Issuer Name and Ticker or Trading

Symbol

CORPORATE OFFICE PROPERTIES TRUST [OFC]

Director

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(City)

1. Title of

Security

(Instr. 3)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2011

X_ Officer (give title below)

Issuer

10% Owner Other (specify

6711 COLUMBIA GATEWAY DRIVE, SUITE 300

(State)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

President & COO

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

COLUMBIA, MD 21046

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4) Reported

Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount Price (D)

Common 03/01/2011 Shares

F 6,039 D <u>(1)</u>

250,169

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate Amou		int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	r) (Instr. 8) Derivative Securities Acquired (A) or				Securities		(Instr. 5)]
	Derivative							(Instr.	3 and 4)		(
	Security										J
											J
					Disposed						-
				of (D) (Instr. 3, 4, and 5)							(
									Amount		
									Amount		
						Date	Expiration	on Title Nun of	Or		
						Exercisable Date	Date		Number		
				C-J- V	(A) (D)						
				Coue v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

WAESCHE ROGER A JR 6711 COLUMBIA GATEWAY DRIVE SUITE 300 COLUMBIA, MD 21046

President & COO

9. Nu Deriv Secur Bene Own Follo Repo Trans

Signatures

Karen M. Singer, by Power of Attorney

03/01/2011

**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).
- (1) These shares were forfeited in a net share settlement in connection with restrictions lapsing on restricted shares.

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. align="center">12/06/2012 M 8,850 (2) 12/17/2012 common stock 8,850 \$ 7.77 2,600 D

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SELLERS LANCE A PO BOX 467 NEWTON, NC 28658

President & CEO

Reporting Owners 2

Signatures

Lance A. Sellers 12/07/2012

**Signature of
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Date

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Exercised Stock Option
- (2) These options vested in three equal installments commencing December 17, 2003.

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