

CORPORATE OFFICE PROPERTIES TRUST

Form 4

March 11, 2005

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 *
GRIFFIN RANDALL M

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)
11666 FAR SIDE ROAD
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
03/09/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ☒ Other (specify below)
President & COO / Trustee

ELLICOTT CITY, MD 21042

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

(City) (State) (Zip)

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 Beneficial Ownership (Instr. 4)
Common Shares	03/09/2005		M	(A) or (D) V Amount Price 5,700 A \$ 7.37	408,777	D ⁽¹⁾	
Common Shares	03/09/2005		S	5,700 D \$ 27	403,077	D ⁽²⁾	

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

**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 control
 number.**

SEC 1474
 (9-02)

Edgar Filing: CORPORATE OFFICE PROPERTIES TRUST - Form 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/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
Options of Common Shares	\$ 7.37	03/09/2005		M	5,700	12/16/2000 12/16/2009	Common Shares	5,700

Reporting Owners

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

Signatures

Karen M. Singer, by Power of Attorney
03/11/2005
____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) 408,777 common shares comprised of 2,525 owned by spouse and daughters; following shares owned directly: 182,014 restricted and 224,238 without restriction
- (2) 403,077 common shares comprised of 2,525 owned by spouse and daughters; following shares owned directly: 182,014 restricted and 218,538 without restriction

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.