

SWEET KENNETH S

Form 4

February 22, 2006

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 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

OMB APPROVAL

OMB
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(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

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)
			Code	V	Amount	(A) or (D)	Price		
Common Shares	02/21/2006	02/21/2006	M		2,500	A	\$ 7.59	2,500	D
Common shares	02/21/2006	02/21/2006	M		5,000	D	\$ 12.25	7,500	D
Common Shares	02/21/2006	02/21/2006	M		5,000	A	\$ 8	12,500	D
Common Shares	02/21/2006	02/21/2006	M		5,000	D	\$ 8.812	17,500	D
Common Shares	02/21/2006	02/21/2006	M		5,000	A	\$ 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)	Date Exercisable	Expiration Date	Title	
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

__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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