

CORPORATE OFFICE PROPERTIES TRUST
Form 5
January 28, 2014

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Thor Greg J

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP--CAO & Controller

6711 COLUMBIA GATEWAY DRIVE, SUITE 300

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

COLUMBIA, MD 21046

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Shares | Â | Â | 3 | Â | Â | Â | Â | D | Â |
| Common Shares | 12/01/2008 | Â | A | 5,000 | A | \$ (2) | 5,300 | D | Â |
| Common Shares | 03/01/2009 | Â | A | 1,800 | A | \$ (2) | 7,100 | D | Â |
| Common | 08/06/2009 | Â | S | 300 | D | \$ | 6,800 | D | Â |

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| | | | | | | | | | |
|---------------------------|------------|---|---|-------|---|---------------------|--------|---|---|
| Shares | | | | | | | 21.03 | | |
| Common Shares | 12/01/2009 | Â | F | 360 | D | \$ <u>(3)</u> | 6,440 | D | Â |
| Common Shares | 03/01/2010 | Â | A | 3,000 | A | \$ <u>(2)</u> | 9,440 | D | Â |
| Common Shares | 03/01/2010 | Â | F | 237 | D | \$ <u>(3)</u> | 9,203 | D | Â |
| Common Shares | 12/01/2010 | Â | F | 359 | D | \$ <u>(3)</u> | 8,844 | D | Â |
| Common Shares | 03/01/2011 | Â | A | 3,000 | A | \$ <u>(2)</u> | 11,844 | D | Â |
| Common Shares | 03/01/2011 | Â | F | 630 | D | \$ <u>(3)</u> | 11,214 | D | Â |
| Common Shares | 11/16/2011 | Â | S | 614 | D | \$ 22.27 | 10,600 | D | Â |
| Common Shares | 12/01/2011 | Â | F | 352 | D | \$ <u>(3)</u> | 10,248 | D | Â |
| Common Shares | 02/13/2012 | Â | S | 1,500 | D | \$ 23.98 | 8,748 | D | Â |
| Common Shares | 03/01/2012 | Â | A | 2,389 | A | \$ <u>(2)</u> | 11,137 | D | Â |
| Common Shares | 03/01/2012 | Â | F | 1,024 | D | \$ <u>(3)</u> | 10,113 | D | Â |
| Common Shares | 06/01/2012 | Â | A | 7,500 | D | \$ <u>(2)</u> | 17,613 | D | Â |
| Common Shares | 08/10/2012 | Â | S | 1,000 | D | \$ 22 | 16,613 | D | Â |
| Common Shares | 12/01/2012 | Â | F | 354 | D | \$ <u>(3)</u> | 16,259 | D | Â |
| Common Shares | 03/01/2013 | Â | A | 3,195 | A | \$ <u>(2)</u> | 19,454 | D | Â |
| Common Shares | 03/01/2013 | Â | F | 1,163 | D | \$ <u>(3)</u> | 18,291 | D | Â |
| Common Shares | 06/01/2013 | Â | F | 907 | D | \$ <u>(3)</u> | 17,384 | D | Â |
| Preferred Series L Shares | 08/19/2013 | Â | P | 500 | A | \$ <u>(4)</u> 25.09 | 500 | D | Â |
| Preferred Series L Shares | 08/30/2013 | Â | P | 500 | A | \$ <u>(4)</u> 24.41 | 1,000 | D | Â |

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Common Shares 12/01/2013 Â F 363 D \$ (3) 17,021 D Â

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

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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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable (A) (D) | Expiration Date | Title or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Thor Greg J 6711 COLUMBIA GATEWAY DRIVE SUITE 300 COLUMBIA, MD 21046 | Â | Â | Â SVP--CAO & Controller | Â |

Signatures

Karen M. Singer, by Power of Attorney 01/27/2014

**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) The reporting person owned 300 common shares upon becoming a reporting person on 7/29/2008.
- (2) Restricted share grant issued as employment compensation.
- (3) These shares were forfeited in connection with the payment of withholding taxes upon the vesting of restricted shares.
- (4) The issuer's Series L Preferred Shares are registered under Section 12(b) of the Securities Exchange Act of 1934, as amended. They are not convertible into common shares.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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