

BUDORICK STEPHEN E
 Form 4/A
 March 21, 2019

FORM 4

**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).

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 *
 BUDORICK STEPHEN E

2. Issuer Name and Ticker or Trading Symbol
 CORPORATE OFFICE
 PROPERTIES TRUST [OFC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
 President & CEO

(Last) (First) (Middle)
 6711 COLUMBIA GATEWAY
 DRIVE, SUITE 300
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2019

COLUMBIA, MD 21046

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/05/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | Code V | Amount | (A) or (D) | Price | |
| Common Shares | 03/01/2019 | | F | 3,275 | D | \$ 25.99 | 138,799 | D |
| | | | | | | (1) | | |
| Common Shares | 03/01/2019 | | F | 2,658 | D | \$ 25.99 | 136,141 | D |
| | | | | | | (1) | | |
| Common Shares | 03/01/2019 | | F | 4,544 | D | \$ 25.99 | 131,597 | D |

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.

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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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Profit Interest Units | (2) | 03/01/2019 | | A | 33,630 (3) | (2)(4) | (2)(4) | Common Shares | 33,630 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| BUDORICK STEPHEN E 6711 COLUMBIA GATEWAY DRIVE SUITE 300 COLUMBIA, MD 21046 | | | President & CEO | |

Signatures

David L. Finch, by Power of Attorney
03/21/2019

**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.
Each Profit Interest Unit will convert automatically into one share of beneficial interest, designated as a unit (an "OP Unit"), in Corporate Office Properties, L.P. when such Profit Interest Unit becomes vested and upon equalization of its capital account balance.
- (2) OP Units are redeemable for cash, or, at the option of Corporate Office Properties Trust, exchangeable for common shares of Corporate Office Properties Trust, currently on a one-for-one basis.
- (3) Represents Profit Interest Units issued pursuant to the Corporate Office Properties Trust 2017 Omnibus Equity and Incentive Plan.
- (4) The Profit Interest Units will vest in three equal installments over a three-year period.

Remarks:

This form amends the report to (i) remove an award of securities erroneously reported as restricted shares on Table I and update

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.