CORPORATE OFFICE PROPERTIES TRUST Form 8-K April 07, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported) April 7, 2009 (April 1, 2009)

CORPORATE OFFICE PROPERTIES TRUST

(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation) 1-14023 (Commission File Number)

23-2947217 (IRS Employer Identification Number)

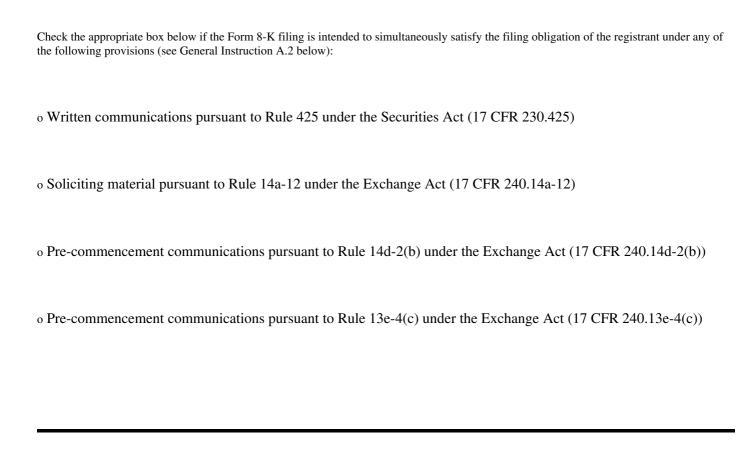
6711 Columbia Gateway Drive, Suite 300

Columbia, Maryland 21046

(Address of principal executive offices)

(443) 285-5400

(Registrant s telephone number, including area code)



Item 8.01. Other Events.

On April 1, 2009, Corporate Office Properties Trust (the Company) and Corporate Office Properties, L.P. (the Operating Partnership) entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and KeyBanc Capital Markets Inc. (the Underwriters), in connection with the previously reported sale of 2,600,000 shares of the Company s common shares of beneficial interest, par value \$0.01 per share (the Common Shares). The Company also granted to the Underwriters an option to purchase up to 390,000 additional Common Shares, which has since been exercised. The Underwriting Agreement is attached to this report as Exhibit 1.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Title
1.1	Underwriting Agreement, dated April 1, 2009, by and among Corporate Office Properties Trust, Corporate Office Properties, L.P., Merrill Lynch, Pierce, Fenner & Smith Incorporated and KeyBanc Capital Markets Inc.
5.1	Opinion of Saul Ewing LLP
8.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Saul Ewing LLP (included in Exhibit 5.1)
23.2	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 8.1)
99.1	Press Release dated April 1, 2009
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 7, 2009

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Stephen E. Riffee
Name: Stephen E. Riffee

Title: Executive Vice President and Chief Financial

Officer

EXHIBIT INDEX

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