

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

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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

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(Address of principal executive offices)

(443) 285-5400

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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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 |

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. Riffie |
| Name: | Stephen E. Riffie |
| Title: | Executive Vice President and Chief Financial Officer |

EXHIBIT INDEX

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