

CORPORATE OFFICE PROPERTIES TRUST
Form 8-A12B
August 07, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-A

**For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or 12(g) of the
Securities Exchange Act of 1934**

Corporate Office Properties Trust

(Exact name of Registrant specified in its Charter)

Maryland

23-2947217

(State of Incorporation or Organization)

(IRS Employer Identification No.)

8815 Centre Park Drive, Suite 400
Columbia, Maryland

21045

(Address of principal executive offices)

Zip Code

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), please check the following box.

Securities Act registration statement file numbers to which this form relates: 333-71807 and 333-107652

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on
Which Each Class is to be Registered

Series G Cumulative Redeemable
Preferred Shares of Beneficial Interest,
\$0.01 par value per share

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrant's Securities to be Registered.

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The description of the Registrant's Series G Cumulative Redeemable Preferred Shares of Beneficial Interest to be registered is incorporated by reference to the prospectus supplement to the prospectus dated November 1, 2000, which prospectus supplement was filed on August 7, 2003, with the Securities and Exchange Commission pursuant to Rule 424(b)(5) (File Nos. 333-71807 and 333-107652).

Item 2. Exhibits.

- 3.1 Amended and Restated Declaration of Trust of Registrant (filed with Registrant's Registration Statement on Form S-4 (File No. 333-45649) and incorporated herein by reference).
- 3.2 Articles of Amended and Restated Declaration of Trust (filed with the Company's Annual Report on Form 10-K on March 22, 2002 and incorporated herein by reference).
- 3.2 Bylaws of Registrant (filed with Registrant's Registration Statement on Form S-4 (File No. 333-45649) and incorporated herein by reference).
- 3.3 Articles Supplementary of Registrant's Series A Convertible Preferred Shares, dated September 28, 1998 (filed with Registrant's Current Report on Form 8-K on October 13, 1998 and incorporated herein by reference).
- 3.4 Articles Supplementary of Registrant's Series B Cumulative Redeemable Preferred Shares, dated July 2, 1999 (filed with Registrant's Current Report on Form 8-K on July 7, 1999 and incorporated herein by reference).
- 3.5 Articles Supplementary of Registrant's Series D Cumulative Convertible Redeemable Preferred Shares, dated January 25, 2001 (filed with Registrant's Annual Report on Form 10-K on March 22, 2001 and incorporated herein by reference).
- 3.6 Articles Supplementary of Registrant's Series E Cumulative Redeemable Preferred Shares, dated April 3, 2001 (filed with Registrant's Current Report on Form 8-K on April 4, 2001 and incorporated herein by reference).
- 3.7 Articles Supplementary of Registrant's Series F Cumulative Redeemable Preferred Shares, dated September 13, 2001 (filed with the Registrant's Current Report on Form 8-K on September 14, 2001 and incorporated herein by reference).
- 3.8 Form of Articles Supplementary of Registrant's Series G Cumulative Redeemable Preferred Shares of Beneficial Interest.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

CORPORATE OFFICE PROPERTIES TRUST

Dated: August 7, 2003

By: JOHN H. GURLEY

Name: John H. Gurley
Title: Secretary, Senior Vice President and General Counsel

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SIGNATURE