

CORPORATE OFFICE PROPERTIES TRUST  
Form 8-K  
May 23, 2003

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**Current Report Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934, as amended**

**Date of Report (Date of earliest event reported): May 20, 2003**

**CORPORATE OFFICE PROPERTIES TRUST**

(Exact Name of Registrant Specified in Charter)

**Maryland**  
(State or Other Jurisdiction  
of Incorporation)

**001-14023**  
(Commission File Number)

**23-2947217**  
IRS Employer Identification No.)

**8815 Centre Park Drive  
Suite 400  
Columbia, Maryland**  
(Address of Principal Executive Offices)

**20145**  
Zip Code

Registrant's telephone, including area code: **(410) 992-7324**

**(not applicable)**

(Former Name and Former Address, if Changed Since Last Report)

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**Item 5. Other Events.**

On May 20, 2003, Corporate Office Properties Trust (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) with Corporate Office Properties, L.P. (the Operating Partnership ), Legg Mason Wood Walker, Incorporated and McDonald Investments Inc. (collectively, the Underwriters ) in connection with the sale of 4,600,000 shares of the Company s common shares of beneficial interest, par value \$0.01 per share (the Firm Securities ), to the Underwriters in connection with the public offering of these securities. The sale of the Firm Securities will result in net proceeds to the Company of approximately \$69 million or \$15.03 per share. In addition to the Firm Securities, the Company has also granted the Underwriters a thirty-day option to purchase up to an additional 690,000 common shares to cover any over-allotments (together with the Firm Securities, the Shares ). The Shares have been registered under the Securities Act of 1933, as amended (the Securities Act ) pursuant to a Registration Statement on Form S-3 (File No. 333-71807), filed with the Securities and Exchange Commission pursuant to the Securities Act.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) **Exhibits.**

1.1 Form of Underwriting Agreement, dated May 20, 2003, by and among the Company, the Operating Partnership, Legg Mason Wood Walker, Incorporated and McDonald Investments Inc.

**SIGNATURE**

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

**CORPORATE OFFICE PROPERTIES TRUST**

By: /s/ John H. Gurley  
Name: John H. Gurley  
Title: Senior Vice-President & General Counsel

May 22, 2003

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Exhibit</b>
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