

CORPORATE OFFICE PROPERTIES TRUST  
Form 8-K  
March 30, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of report (Date of earliest event reported) **March 30, 2010**

**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)

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(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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - 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 March 30, 2010, Corporate Office Properties Trust announced that its operating partnership, Corporate Office Properties, L.P., has commenced a private placement to qualified institutional buyers of \$200 million (\$240 million if the initial purchasers' over-allotment option is exercised in full) in aggregate principal amount of its exchangeable senior notes due 2030 to be issued pursuant to Rule 144A under the Securities Act of 1933, as amended. A press release regarding this transaction is filed with this Current Report on Form 8-K as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Exhibit Title</b>               |
|--------------------|------------------------------------|
| 99.1               | Press Release dated March 30, 2010 |

**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: March 30, 2010

CORPORATE OFFICE PROPERTIES TRUST

|        |  |
|--------|--|
| By:    | /s/ Stephen E. Riffie                                |
| Name:  | Stephen E. Riffie                                    |
| Title: | Executive Vice President and Chief Financial Officer |

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Exhibit Title</b>               |
|--------------------|------------------------------------|
| 99.1               | Press Release dated March 30, 2010 |