

GOVERNMENT PROPERTIES TRUST INC  
Form 8-A12B  
January 22, 2004

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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

GOVERNMENT PROPERTIES TRUST, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Maryland  
(State of Incorporation  
or Organization)

20-0611663  
(I.R.S. Employer  
Identification no.)

120 Regency Parkway  
Omaha, Nebraska  
(Address of Principal Executive Offices)

68114  
(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. [X]

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 number to which this form relates: 333-109565

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

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Common Stock, \$0.01 par value

New York Stock Exchange

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

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NONE

NONE

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(Title of Class)

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(Name of Exchange)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Common Stock" in the Registrant's Prospectus, which constitutes part of the Registrant's Registration Statement on Form S-11, as amended (File No. 333-109565), filed under the Securities Act of 1933, as amended, which information is incorporated herein by this reference.

ITEM 2. EXHIBITS

Not applicable.

2

SIGNATURE

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

GOVERNMENT PROPERTIES TRUST, INC.

Date: January 22, 2004

By: /s/ Thomas D. Peschio

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Name: Thomas D. Peschio  
Title: President and Chief  
Executive Officer

