

CORPORATE OFFICE PROPERTIES TRUST

Form 8-A12B

September 10, 2001

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)

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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: 333-71807

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

| Title of Each Class<br>to be so Registered                                                               | Name of Each Exchange on<br>Which Each Class is to be Registered |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| -----                                                                                                    | -----                                                            |
| Series F Cumulative Redeemable<br>Preferred Shares of Beneficial Interest,<br>\$0.01 par value per share | New York Stock Exchange                                          |
| -----                                                                                                    | -----                                                            |

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

None

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(Title of class)

Item 1. Description of Registrant's Securities to be Registered.  
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The description of Registrant's Series F Cumulative Redeemable Preferred Shares of Beneficial Interest to be registered is incorporated by reference to Registrant's prospectus supplement to prospectus dated November 1, 2000, which was filed on September 7, 2001, with the Securities and Exchange Commission on Form 424(b) (5) (File No. 333-71807).

Item 2. Exhibits.  
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- 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 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 Form of Articles Supplementary of Registrant's Series F 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.

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CORPORATE OFFICE PROPERTIES TRUST

By: /s/ John H. Gurley

Name: John H. Gurley

Title: Senior Vice President and  
General Counsel

Dated: September 10, 2001