
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported) **November 11, 2016**

**CORPORATE OFFICE PROPERTIES TRUST
CORPORATE OFFICE PROPERTIES, L.P.**

(Exact name of registrant as specified in its charter)

Corporate Office Properties Trust	Maryland	1-14023	23-2947217
	(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

Corporate Office Properties, L.P.	Delaware	333-189188	23-2930022
	(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

**6711 Columbia Gateway Drive, Suite 300
Columbia, Maryland 21046**
(Address of principal executive offices)

(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))
-
-

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 11, 2016, Corporate Office Properties Trust (the “Registrant”) issued a press release to announce that Paul R. Adkins, age 58, is joining the Registrant and Corporate Office Properties, L.P. (the “Operating Partnership”) as Executive Vice President and Chief Operating Officer effective as of November 28, 2016. Mr. Adkins has over 25 years experience in the commercial real estate industry. Since July 2011, he has served as Principal of the JBG Companies, a privately owned real estate investment and management firm at which he was responsible for large tenant and development leasing. Mr. Adkins also previously served as Executive Vice President, Managing Director at Grubb & Ellis and in various leasing, investment and leadership positions at CarrAmerica Realty Corporation.

Mr. Adkins shall be paid an annual base salary of \$400,000, with a target cash bonus of 115% of his base salary and a long term incentive plan target of 125% of his base salary. Mr. Adkins will be granted 14,650 of the Registrant’s common shares of beneficial interest, such shares being subject to forfeiture restrictions that lapse in equal one-fifth increments annually beginning on December 1, 2017 and each of the next four anniversaries of such date as he remains employed by the Registrant and the Operating Partnership. He shall also receive a cash signing bonus of \$300,000 that vests in one-third increments annually on November 28, 2017, November 28, 2018 and November 28, 2019, as long as he remains employed by the Registrant and the Operating Partnership as of such dates.

Effective as of November 28, 2016, Mr. Adkins will commence participation in the Registrant’s and the Operating Partnership’s Executive Change in Control and Severance Plan (the “Plan”) for a five-year participation period, after which he will cease to participate in the Plan unless otherwise agreed to by us and Mr. Adkins. Under the Plan, each executive selected to participate is entitled to receive the following payments and benefits in the event the executive is terminated for any reason other than death, disability or for “cause,” as defined in the Plan, or is “Constructively Discharged,” as defined in the Plan: (1) a severance payment equal to a specified severance multiple multiplied by the sum of the executive’s annual base salary plus the average of the executive’s annual cash performance bonuses for the last three years; (2) a pro-rated annual cash performance bonus for the year of termination through the date of termination based on the amount of the executive’s target annual cash performance bonus for that year; (3) full vesting of equity awards subject to a time-based vesting schedule (with vesting of equity awards subject to performance-based vesting conditions to remain governed by the terms of the applicable award agreement); (4) the right to exercise existing stock options for up to 18 months following termination; and (5) continuing coverage under the Operating Partnership’s group medical, dental and vision plans for 12 months following termination unless such benefits are available to the executive through another group plan. If any payments and benefits to be paid or provided to an executive, whether pursuant to the Plan or otherwise, would be subject to “golden parachute” excise taxes under the Internal Revenue Code, the executive’s payments and benefits will be reduced to the extent necessary to avoid such excise taxes, but only if such a reduction of pay or benefits would result in a greater after-tax benefit to the executive.

An executive’s receipt of payments and benefits under the Plan will be conditioned upon the executive’s execution of a general release of claims in favor of the Registrant and the Operating Partnership. In addition, in order to participate in the Plan, an executive must agree to comply with non-competition and non-solicitation covenants while the executive is employed and for 12 months thereafter (provided that, unless otherwise agreed to by Mr. Adkins, such covenants will not apply following a termination of employment in the event that such termination occurs after the end of his Participation Period) and confidentiality and non-disparagement covenants. The Registrant and the Operating Partnership may amend or terminate the Plan at any time, provided that the executive’s rights to payments and benefits upon a termination in connection with or within 12 months after a “Change in Control,” as defined in the Plan, may not be adversely affected by an amendment or termination occurring within 12 months before or after the Change in Control.

Mr. Adkins severance multiple under the Plan will be 1.0 or, in the event of a termination in connection with a Change in Control or within 12 months thereafter, the multiple will be 2.99.

There are no family relationships between Mr. Adkins and any director or executive officer of the Registrant or the Operating Partnership, and he is not a party to any transaction requiring disclosure under Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

None

(b) Pro Forma Financial Information

None

(c) Shell Company Transactions

None

(d) Exhibits

Exhibit Number

Exhibit Title

99.1

Press release dated November 11, 2016.

SIGNATURES

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

CORPORATE OFFICE PROPERTIES TRUST

CORPORATE OFFICE PROPERTIES, L.P.

By: Corporate Office Properties Trust,
its General Partner

/s/ Anthony Mifsud

Anthony Mifsud
Executive Vice President and Chief Financial Officer

/s/ Anthony Mifsud

Anthony Mifsud
Executive Vice President and Chief Financial Officer

Dated: November 14, 2016

Dated: November 14, 2016

EXHIBIT INDEX

Exhibit Number

Exhibit Title

99.1

Press release dated November 11, 2016.



6711 Columbia Gateway Drive, Suite 300
Columbia, Maryland 21046
Telephone 443-285-5400
Facsimile 443-285-7650
www.copt.com
NYSE: OFC

NEWS RELEASE

FOR IMMEDIATE RELEASE

IR Contacts:

Stephanie Krewson-Kelly
VP, Investor Relations
443-285-5453
stephanie.kelly@copt.com

Michelle Layne
Investor Relations Specialist
443-285-5452
michelle.layne@copt.com

COPT EXPANDS EXECUTIVE LEADERSHIP; APPOINTS PAUL ADKINS AS CHIEF OPERATING OFFICER

COLUMBIA, MD November 11, 2016 - Corporate Office Properties Trust (“COPT” or the “Company”) (NYSE:OFC) announces the appointment of Paul R. Adkins as the Company’s new Executive Vice President and Chief Operating Officer, effective November 28, 2016. Mr. Adkins is an established expert on the Washington, DC commercial property markets who has a long history of success in a variety of disciplines, including leasing, acquisition and as a leadership executive. Prior to joining COPT, he spent five years as a Principal at The JBG Companies, a real estate investment and management firm based in Chevy Chase, MD. Notably, Mr. Adkins spent 21 years at CarrAmerica Realty (formerly NYSE: CRE) where, after working in Leasing from 1982–1994, he ultimately was promoted to serve as that company’s President of Real Estate Services from 2001– 2003.

Stephen E. Budorick, COPT’s President and CEO, commented “Paul is a seasoned, well-respected real estate executive in the Washington, DC, area, and has an established track record as a value creator. His leadership skills, market knowledge, and expertise are a tremendous fit for our Company.”

In his new capacity, Mr. Adkins will manage the overall operations of the Company including asset management and leasing, property management, government services and commercial development. His responsibilities will also include developing and executing strategies to expand the Company’s investment opportunities, predominantly regarding new development at existing Defense/IT locations.

Mr. Adkins received his Bachelor’s degree in Economics from Bucknell University in 1981. For additional information, please see Mr. Adkins’ biography on the Company website at www.copt.com.

Company Information

Company Information COPT is an office REIT that owns, manages, develops and selectively acquires office and data center properties primarily in locations that support United States Government agencies and their contractors, most of whom are engaged in national security, defense and information technology (“IT”) related activities servicing priority missions (“Defense/IT Locations”). We also own a complementary portfolio of Class-A office properties located in select urban/urban-like submarkets within our regional footprint (“Regional Office Properties”). As of September 30, 2016, we derived 86% of core portfolio annualized revenue from Defense/IT Locations and 14% from Regional Office Properties. As of September 30, 2016, our core portfolio of 146 office properties encompassed 15.9 million square feet and was 94.4% leased.

Forward-Looking Information

This press release may contain “forward-looking” statements, as defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, that are based on the Company’s current expectations, estimates and projections about future events and financial trends affecting the Company. Forward-looking statements can be identified by the use of words such as “may,” “will,” “should,” “could,” “believe,” “anticipate,” “expect,” “estimate,” “plan” or other comparable terminology. Forward-looking statements are inherently subject to risks and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate. Accordingly, the Company can give no assurance that these expectations, estimates and projections will be achieved. Future events and actual results may differ materially from those discussed in the forward-looking statements.

Important factors that may affect these expectations, estimates, and projections include, but are not limited to:

- * general economic and business conditions, which will, among other things, affect office property and data center demand and rents, tenant creditworthiness, interest rates, financing availability and property values;*
- * adverse changes in the real estate markets including, among other things, increased competition with other companies;*
- * governmental actions and initiatives, including risks associated with the impact of a prolonged government shutdown or budgetary reductions or impasses, such as a reduction in rental revenues, non-renewal of leases, and/or a curtailment of demand for additional space by the Company's strategic customers;*
- * the Company's ability to borrow on favorable terms;*
- * risks of real estate acquisition and development activities, including, among other things, risks that development projects may not be completed on schedule, that tenants may not take occupancy or pay rent or that development or operating costs may be greater than anticipated;*
- * risks of investing through joint venture structures, including risks that the Company's joint venture partners may not fulfill their financial obligations as investors or may take actions that are inconsistent with the Company's objectives;*
- * changes in the Company's plans for properties or views of market economic conditions or failure to obtain development rights, either of which could result in recognition of significant impairment losses;*
- * the Company's ability to satisfy and operate effectively under Federal income tax rules relating to real estate investment trusts and partnerships;*
- * the Company's ability to achieve projected results;*
- * the dilutive effects of issuing additional common shares;*
- and*
- * environmental requirements.*

The Company undertakes no obligation to update or supplement any forward-looking statements. For further information, please refer to the Company's filings with the Securities and Exchange Commission, particularly the section entitled “Risk Factors” in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2015.