

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

Corporate Office Properties Trust
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

23-2947217
(I.R.S. Employer
Identification Number)

8815 Centre Park Drive, Suite 400
Columbia, MD 21045
(410) 730-9092
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Clay W. Hamlin
Chief Executive Officer
Corporate Office Properties Trust
8815 Centre Park Drive, Suite 400
Columbia, MD 21045
(410) 730-9092
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

with copies to:

John H. Gurley, Esquire
Senior Vice President, Secretary and
General Counsel
Corporate Office Properties Trust
8815 Centre Park Drive, Suite 400
Columbia, MD 21045
(410)-730-9092

Alan Singer, Esquire
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, Pennsylvania 19103
(215) 963-5000

Approximate date of commencement of the proposed sale to the public:
From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: 333-71807

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act, please check the following box:

Title of Securities Being Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Preferred Shares of Beneficial Interest, \$0.01 par value	\$9,952,994	\$804.96

(1) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(o) under the Securities Act.

Incorporation By Reference of Registration Statement on Form S-3, File No. 333-71807.

The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3, as amended (File No. 333-71807), filed with the Securities and Exchange Commission, and declared effective on or about November 14, 2000, by the Securities and Exchange Commission, including each of the documents filed by the Registrant with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein.

**PART II.
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits

All exhibits filed with or incorporated by reference in Registration Statement No. 333-71807 are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except the following which are filed herewith.

Exhibit Number	Description
5.1	Opinion of Morgan, Lewis & Bockius LLP, with respect to the legality of the shares being registered.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Morgan, Lewis & Bockius LLP (included in its opinion filed as Exhibit 5.1 hereto).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 pursuant to Rule 462(b) and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbia, State of Maryland, on the 4th day of August, 2003.

CORPORATE OFFICE PROPERTIES TRUST

By: RANDALL M. GRIFFIN

Randall M. Griffin
President and Chief Operating Officer
(Principal Executive Officer)

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
*	Chairman of the Board of Trustees	August 4, 2003
Jay H. Shidler		
*	Chief Executive Officer and Trustee	August 4, 2003
Clay W. Hamlin		
RANDALL M. GRIFFIN	President and Chief Operating Officer (Principal Executive Officer)	August 4, 2003
Randall M. Griffin		
ROGER A. WAESCHE, JR.	Senior Vice President and Chief Financial	August 4, 2003
Roger A. Waesche, Jr.	Officer (Chief Accounting and Financial Officer)	
*	Trustee	August 4, 2003
Betsy Z. Cohen		

*	Trustee	August 4, 2003
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Kenneth D. Wethe		
*	Trustee	August 4, 2003
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Robert L. Denton		
*	Trustee	August 4, 2003
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Kenneth S. Sweet, Jr.		
*	Trustee	August 4, 2003
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Thomas F. Brady		
*	Trustee	August 4, 2003
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Steven D. Kesler		
*		
RANDALL M. GRIFFIN		
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	Signed as attorney-in-fact	

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[PART II. INFORMATION NOT REQUIRED IN PROSPECTUS SIGNATURES](#)

Morgan, Lewis & Bockius LLP
Counselors at Law

1701 Market Street
Philadelphia, PA 19103-2921
215-963-5000
Fax: 215-963-5299

August 4, 2003

Corporate Office Properties Trust
8815 Centre Park Drive, Suite 400
Columbia, MD 21045

Re: Corporate Office Properties Trust
Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished in connection with the filing of the subject Registration Statement on Form S-3 (the "Registration Statement") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), relating to the registration of \$9,952,994 in amount of preferred shares of beneficial interest, \$0.01 par value (the "Preferred Shares"), of Corporate Office Properties Trust, a real estate investment trust (the "Company"). The Preferred Shares may be offered by the Company from time to time at prices and on terms to be determined at the time of offering pursuant to the Registration Statement.

In connection with rendering this opinion, we have examined the Company's Registration Statement on Form S-3 (File No. 333-71807), as amended, filed by the Company with the Securities and Exchange Commission on November 1, 2000 (the "Shelf Registration Statement"); the prospectus included in the Shelf Registration Statement (the "Prospectus"); the Amended and Restated Declaration of Trust, as amended, and the Bylaws of the Company, as in effect on the date hereof; such records of trust proceedings of the Company as we have deemed material; and such other certificates, receipts, records and documents as we considered necessary for the purposes of this opinion. In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as certified, photostatic or facsimile copies, and the authenticity of the originals of such copies. We have further assumed that:

- (a) There will be no changes in applicable law between the date of this opinion and any date of issuance or delivery of the Preferred Shares to be issued;
- (b) At the time of delivery of the Preferred Shares to be issued, all contemplated additional actions shall have been taken and the authorization of the issuance of the Preferred Shares to be issued will not have been modified or rescinded;
- (c) The issuance, execution and delivery of the Preferred Shares to be issued will not violate any then applicable law or result in a default under, breach of, or violation of any provision of any instrument or agreement then binding on the Company, or any restriction imposed by any court or governmental body having jurisdiction over the Company;
- (d) The consideration received or proposed to be received in connection with the offer and sale of any offering of Preferred Shares as contemplated by each of the Registration Statement, the Prospectus, and any applicable supplement or supplements to the Prospectus (each, a "Prospectus Supplement") is not less than the par value per share; and
- (e) The aggregate number of Preferred Shares that would be outstanding after the issuance of any Preferred Shares, together with the number of Preferred Shares previously issued and outstanding

and the number of Preferred Shares previously reserved for issuance upon the conversion or exchange of other securities issued by the Company, does not exceed the number of then-authorized Preferred Shares.

Based upon the foregoing, we are of the opinion that when and if (i) the definitive terms of any offering of Preferred Shares have been duly established, in accordance with resolutions of the Board of Trustees of the Company authorizing the issuance and sale of the Preferred Shares, and (ii) those Preferred Shares so offered have been duly issued or delivered in the manner and for the consideration contemplated by each of the Registration Statement, the Prospectus and the applicable Prospectus Supplement, those Preferred Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to our Firm under the heading "Legal Matters" in the Shelf Registration Statement. In giving such opinion, we do not thereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

Morgan, Lewis & Bockius LLP

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EXHIBIT 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated February 23, 2003, except as to Note 21, as to which the date is March 4, 2003, relating to the financial statements, which appear in Corporate Office Properties Trust's Annual Report to Shareholders, which is included in the Annual Report on Form 10-K for the year ended December 31, 2002. We also consent to the incorporation by reference in the Registration Statement on Form S-3 of our reports dated (i) July 9, 2003, relating to the historical summary of revenue and certain expenses of the Dulles Tech/Ridgeview Properties and (ii) July 10, 2003, relating to the historical summary of revenue and certain expenses of 13200 Woodland Park Drive, which are both included in Corporate Office Properties Trust's Current Report on Form 8-K, dated June 2, 2003. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

PRICEWATERHOUSECOOPERS LLP

Baltimore, Maryland
August 1, 2003

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[CONSENT OF INDEPENDENT ACCOUNTANTS](#)