

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)

Randall M. Griffin
President and 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:

Karen M. Singer, Esquire
Vice President and General Counsel
Corporate Office Properties Trust
8815 Centre Park Drive, Suite 400
Columbia, MD 21045
(410) 730-9092

Justin W. Chairman, 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: 333-108785

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 this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box:

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box:

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Preferred Shares of Beneficial Interest, \$0.01 par value	\$11,797,150	\$1,263

(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. 333-108785

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. 333-108785), filed with the Securities and Exchange Commission, and declared effective on September 22, 2003, 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. 333-108785 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 Saul Ewing LLP, with respect to the legality of the shares being registered.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Saul Ewing LLP (included in its opinion filed as Exhibit 5.1 hereto).

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 12th day of July, 2006.

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Randall M. Griffin
 Randall M. Griffin
 President and Chief Executive Officer
 (Principal Executive Officer)

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	July 13, 2006
Jay H. Shidler		
*	Vice Chairman of the Board of Trustees	July 13, 2006
Clay W. Hamlin		
Randall M. Griffin	President, Chief Executive Officer and Trustee (Principal Executive Officer)	July 13, 2006
Roger A. Waesche, Jr.	Executive Vice President and Chief Financial Officer (Chief Accounting and Financial Officer)	July 13, 2006
*	Trustee	July 13, 2006
Kenneth D. Wethe		
*	Trustee	July 13, 2006
Robert L. Denton		
*	Trustee	July 13, 2006
Kenneth S. Sweet, Jr.		
*	Trustee	July 13, 2006
Thomas F. Brady		
*	Trustee	July 13, 2006
Steven D. Kesler		

* Randall M. Griffin
Signed as attorney-in-fact

EXHIBIT INDEX

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[SAUL EWING LETTERHEAD]

July 13, 2006

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

Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, Pennsylvania 19103

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

Ladies and Gentlemen:

We have acted as Maryland counsel to Corporate Office Properties Trust, a Maryland real estate investment trust (the "Company"), in connection with certain matters of Maryland law arising out of the registration of up to 480,000 preferred shares of beneficial interest, \$0.01 par value per share (the "Shares"), under the Securities Act of 1933, as amended, pursuant to this Registration Statement on Form S-3, pursuant to Rule 462(b) (the "Registration Statement").

As a basis for our opinions, we have examined the following documents (collectively, the "Documents"):

- (i) The S-3 Registration Statement (the "Shelf Registration Statement"), as filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933 (the "Act") dated September 12, 2003;
- (ii) The S-3 Registration Statement, as filed by the Company with the SEC pursuant to rule 462(b) under the Act dated July 13, 2006 (the "462(b) Registration Statement");
- (iii) The prospectus contained in the Shelf Registration Statement (the "Prospectus");

Also, as a basis for these opinions, we have examined the originals or certified copies of the following:

- (iv) a certified copy of the Amended and Restated Declaration of Trust of the Company dated March 3, 1998, as amended October 12, 2001, September 12, 2003 and December 28, 2004 (the "Declaration of Trust");
- (v) a certified copy of the Bylaws of the Company (the "Bylaws");
- (vi) resolutions adopted by the Board of Trustees of the Company dated September 11, 2003 and July 11, 2006;
- (vii) a good standing certificate of the Company issued by the State Department of Assessments and Taxation of Maryland ("SDAT") dated July 12, 2006.
- (viii) a certificate of the secretary of the Company as to the authenticity of the Declaration of Trust and Bylaws of the Company, the resolutions of the Company's trustees approving the filing of the Registration Statement, and other matters that we have deemed necessary and appropriate; and
- (ix) such other documents as we have deemed necessary and appropriate to express the opinions set forth in this letter, subject to the limitations, assumptions and qualifications noted below.

In reaching the opinions set forth below, we have assumed:

- (a) the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified or photographic copies, and the accuracy and completeness of all documents;
- (b) the legal capacity of all natural persons executing any documents, whether on behalf of themselves or other persons;
- (c) that all persons executing Documents on behalf of any party (other than the Company) are duly authorized; and
- (d) that each of the parties (other than the Company) has duly and validly executed and delivered the Documents and the party's obligations are valid and legally binding obligations, enforceable in accordance with the terms of the Documents.

As to various questions of fact material to our opinions, we have relied upon a certificate and representation of Karen M. Singer, as Secretary of the Company, and have assumed that the Secretary's certificate and representations continue to remain true and complete as of the date of this letter. We have not examined any court records, dockets, or other public records, nor have we investigated the Company's history or other transactions, except as specifically set forth in this letter.

Based on our review of the foregoing and subject to the assumptions and qualifications set forth in this letter, it is our opinion, as of the date of this letter, that:

1. The Company is a real estate investment trust duly formed, validly existing, and in good standing under the laws of the State of Maryland.
2. The Shares have been duly authorized and, when issued and delivered against payment of the consideration in the manner described in the Registration Statement, will be validly issued, fully paid and nonassessable.

In addition to the qualifications set forth above, the opinions set forth in this letter are also subject to the following qualifications:

- (i) We express no opinion as to the laws of any jurisdiction other than the laws of the State of Maryland.
- (ii) We assume no obligation to supplement our opinions if any applicable law changes after the date of this letter or if we become aware of any facts that might alter the opinions expressed in this letter after the date of this letter.

(iii) We express no opinion on the application of federal or state securities laws to the transactions contemplated in the Documents.

The opinions expressed in this letter are solely for your benefit and are furnished only with respect to the transactions contemplated by the Documents. Accordingly, these opinions may not be relied upon by or quoted to any person or entity without, in each instance, our prior written consent. The opinions expressed in this letter are limited to the matters set forth in this letter, and no other opinions shall be implied or inferred beyond the matters expressly stated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act of 1933.

Very truly yours,
/s/ Saul Ewing LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of our report dated March 16, 2006 relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting, which appears in Corporate Office Properties Trust's Annual Report on Form 10-K for the year ended December 31, 2005. We also consent to the incorporation by reference of our report dated April 3, 2006 relating to the Historical Summaries of Revenue and Certain Expenses of the Hunt Valley/Rutherford Portfolios which appears in the Current Report on Form 8-K dated April 3, 2006. We also consent to the references to us under the headings "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
Baltimore, Maryland
July 12, 2006
