

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K  
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CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 12, 1998

CORPORATE OFFICE PROPERTIES TRUST  
(Exact name of registrant as specified in its charter)

Maryland ----- (State or other jurisdiction of incorporation)	0-20047 ----- (Commission File Number)	23-247217 ----- (IRS Employer Identification Number)
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One Logan Square, Suite 1105  
Philadelphia, PA 19103  
(Address of principal executive offices) (Zip Code)

(215) 567 - 1800  
(Registrant's telephone number, including area code)

Item 5. Other Events

Corporate Office Properties Trust ("the Company") today announced its results for the quarter ended June 30, 1998.

A copy of the press release issued by the Company on August 12, 1998 relating to the foregoing attached hereto as Exhibit 99.2 and incorporated herein by reference.

Item 7. Financial Statements and Exhibits

<TABLE>  
<CAPTION>

Exhibit Number -----	Description -----
<S> 99.2	<C> Press release dated August 12, 1998

</TABLE>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 12, 1998

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Clay W. Hamlin, III  
-----  
Name: Clay W. Hamlin, III  
Title: President and  
Chief Executive Officer

By: /s/ Thomas D. Cassel  
-----  
Name: Thomas D. Cassel  
Title: Vice President Finance

[CORPORATE OFFICE PRODUCTS LETTERHEAD]

CORPORATE OFFICE PROPERTIES TRUST ANNOUNCES  
SECOND QUARTER 1998 RESULTS

PHILADELPHIA, PA, August 12, 1998 -- Corporate Office Properties Trust (NYSE: OFC) reported today Funds From Operations - diluted ("FFO") for the three months ended June 30, 1998 of \$3,328,000 or \$0.19 per common share/unit. These figures compare to FFO of \$226,000 or \$0.16 per common share/unit for the three months ended June 30, 1997 and represent a 19% per share/unit increase. Revenues for the second quarter 1998 increased 1,140% to \$7,842,000 from \$632,000 reported in the second quarter 1997. Net operating income grew 890% to \$6,197,000 compared to the \$626,000 reported for the comparable quarter 1997.

Highlights for the Second Quarter

- - Second quarter 1998 FFO per diluted common share/unit up 19% to \$0.19 per share from \$0.16 per share for the second quarter 1997.
- - Acquired 14 properties totaling 1.1 million square feet of space for a total investment of \$102 million.
- - Announced year-to-date acquisitions of operating properties now exceed \$300 million.
- - Established presence in suburban Baltimore; expanded ownership in Northern New Jersey.
- - Obtained \$100 million secured revolving credit facility to fund new acquisitions.
- - Raised \$73 million in net proceeds through the issuance of 7.5 million common shares.
- - Moved to the New York Stock Exchange under the symbol "OFC".

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Corporate Office Properties Trust Announces Second Quarter 1998 Results  
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Increasing Revenues and FFO

The Company's improved performance is a direct result of its successful transformation to a self-managed office REIT over the past nine months. Over that period the company has increased its properties from 7 to 31, and its total assets from \$23.8 million to \$297.5 million.

"We have begun to deliver our growth story," commented Clay W. Hamlin, III, President and Chief Executive Officer. "In the second quarter, we acquired fourteen first class properties. We remain on track to achieve the earnings goals that we established early in 1998."

The Company initiated the reporting of a diluted FFO figure which assumes the exercise of any outstanding in-the-money options and the conversion of the Company's Convertible Preferred Units, if dilutive, although these Units are not exchangeable for common units until October 1, 1999.

Acquisitions

In May, the Company announced the acquisition of an 812,616 square foot, 12 building portfolio in Suburban Baltimore, Maryland for \$72.6 million. This transaction established the Company's presence in the Baltimore/Washington corridor. The portfolio consists of nine multistory office buildings in Airport Square and three office/flex buildings located in the Airport Square Technology Park, purchased for 70% of replacement costs with significantly under market rents. This portfolio offers substantial near-term upside as the leases renew.

The Fairfield Corporate Center, a two office building complex totaling 262,417 square feet located in Northern New Jersey, was acquired in June 1998. The \$29.4 million opportunistic transaction brought into the portfolio properties purchased at approximately 70% of replacement cost with a vacancy rate of 16%

and rents well below market. Upon leasing the vacant space, the Company expects to achieve an unleveraged yield above 11%.

#### Capital Markets

On April 27, 1998 the Company completed the sale of 7.5 million common shares to the public at \$10.50. This offering raised \$73 million in net proceeds. The offering was lead managed by Donaldson, Lufkin & Jenrette Corporation and co-managed by BT Alex Brown Incorporated and Prudential Securities Incorporated. In conjunction with the offering, the Company's shares were listed on the New York Stock Exchange under the symbol "OFC".

In May, the Company closed on a \$100 million, two-year senior secured revolving credit facility with Bankers Trust Company. The Company intends to utilize this facility primarily to fund acquisitions. The loan is a variable rate loan that bears interest at LIBOR plus 175 basis points. As of June 30, the company has drawn \$23.8 million on this facility.

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#### Corporate Office Properties Trust Announces Second Quarter 1998 Results

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#### Constellation Transaction

In May, the Company and Constellation Real Estate Group, Inc. announced the signing of a definitive agreement under which affiliates of Constellation would contribute certain real property and other assets to the Company for Company shares, cash and debt assumption. The Company believes that this transaction will significantly expand the company's management, property, tenant and capital base. In addition the Constellation management team will add property development and third party property management functions that the company believes will enhance its resources and long-term performance. The Special Meeting of Shareholders to consider and vote on the transaction has been set for Friday, August 21, 1998.

#### Company Information

Corporate Office Properties Trust is a real estate investment trust which focuses on the acquisition management, ownership, and development of suburban office properties located in high-growth submarkets in the United States. As of June 30, 1998 the Company owned 31 properties totaling 2.9 million square feet of space.

#### Forward-looking Information

This press release contains forward-looking information based upon the Company's current best judgment and expectations. Actual results could vary from those presented herein. The risks and uncertainties associated with the forward-looking information include the strength of the commercial office real estate market in which the Company operates, competitive market conditions, general economic growth, interest rates and capital market conditions. For further information, please refer to the Company's filings with the Securities and Exchange Commission.

# # #

Financial Tables Attached

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#### Corporate Office Properties Trust Announces Second Quarter 1998 Results

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Corporate Office Properties Trust  
Summary Financial Data  
(Unaudited)  
(all amounts in thousands except per share data)

<TABLE>  
<CAPTION>

Three Months Ended

-----  
June 30, 1998      March 31, 1998      June 30, 1997

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	<C>	<C>	<C>
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<S>			
Revenues:			
Rental income .....	\$ 7,058	\$ 4,919	\$ 627
Tenant reimbursements and other income .....	784	606	6
--			
Total revenues .....	7,842	5,525	632
--			
Expenses:			
Interest .....	2,416	2,159	307
Depreciation and amortization.....	1,364	1,041	142
Property expenses .....	1,645	899	6
General and administrative .....	359	299	90
Reformation costs(1) .....	-	637	-
--			
Total expenses .....	5,784	5,035	545
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Income before minority interests.....	2,058	490	87
Minority interests:			
Preferred units.....	(853)	(853)	-
Common units.....	(276)	(136)	-
--			
Net income (loss) (1).....	\$ 929	\$ (499)	\$ 87
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Net income (loss) per common share - Basic and Diluted....	\$ 0.12	\$ (0.22)	\$ 0.06
--			
Income before minority interests.....	\$ 2,058	\$ 490	\$ 87
Less: Distributions to preferred units.....	(853)	(853)	-
Add: Real estate depreciation and Amortization.....	1,270	972	139
Add: Non-recurring charge for REIT reformation costs (1)	-	637	-
--			
Funds from Operations ("FFO").....	2,475	\$ 1,246	226
Add: Distributions to preferred units.....	853	853	-
--			
Funds from Operations ("FFO") - diluted.....	\$ 3,328	\$ 2,099	\$ 226
--			
Weighted average shares			
Weighted average basic shares outstanding.....	7,628	2,268	1,420
Weighted average common units outstanding.....	2,582	2,582	-
--			
Total weighted average common share/units outstanding....	10,210	4,850	1,420
Stock option equivalents.....	21	26	-
Conversion of preferred units.....	7,500	7,500	-
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Total weighted average share/units outstanding- diluted...	17,731	12,376	1,420
--			
FFO per common share/unit.....	\$ 0.24	\$ 0.26	\$ 0.16
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FFO - diluted.....	\$ 0.19	\$ 0.17	\$ 0.16
--			
Per share/unit cash dividends/distributions.....	\$ 0.15	\$ 0.15	\$ 0.13
--			
FFO payout ratio - common share/units.....	75%	58%	79%

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--			
FFO payout ratio - diluted (2).....	81%	75%	79%
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</TABLE>			

- (1) Reflects a non-recurring expense of \$637 associated with the Reformation of the Company during the first quarter of 1998. This transaction has been eliminated in determining FFO since it is not expected to have a continuing impact on the Company.
- (2) Based upon \$1,853 of dividends/distributions to common shares/units and \$853 of contractual distributions to preferred units for the three months ended June 30, 1998 and \$728 of dividends/distributions to common shares/units and \$853 of contractual distributions to preferred units for the three months ended March 31, 1998.

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Corporate Office Properties Trust  
Summary Financial Data  
(Unaudited)  
(all amounts in thousands except per share data)

<TABLE>  
<CAPTION>

	Six Months Ended	
	June 30, 1998	June 30, 1997
<S>	<C>	<C>
Revenues:		
Rental income .....	\$ 11,977	\$ 1,252
Tenant reimbursements and other income .....	1,390	13
Total revenues .....	13,367	1,265
Expenses:		
Interest .....	4,575	615
Depreciation and amortization.....	2,405	284
Property expenses .....	2,544	12
General and administrative .....	658	176
Reformation costs (1) .....	637	-
Total expenses .....	10,819	1,087
Income before minority interests.....	2,548	178
Minority interests:		
Preferred units.....	(1,706)	-
Common units.....	(412)	-
Net income (loss) (1).....	\$ 430	\$ 178
Net income (loss) per common share - Basic and Diluted (2)	\$ 0.09	\$ 0.19
Income before minority interests.....	\$ 2,548	\$ 178
Less: Distributions to preferred units.....	(1,706)	-
Add: Real estate depreciation and amortization.....	2,241	277
Add: Non-recurring charge for REIT reformation costs (1)	637	-
Funds from Operations ("FFO").....	3,720	455
Add: Distributions to preferred units.....	1,706	-
Funds from Operations ("FFO") - diluted.....	\$ 5,426	\$ 455
Weighted average shares		
Weighted average basic shares outstanding.....	4,964	1,420
Weighted average common units outstanding.....	2,582	
Total weighted average common share/units outstanding.....	7,546	1,420

Stock option equivalents.....	21	-
Conversion of preferred units.....	7,500	-
Total weighted average share/units outstanding- diluted...	15,067	1,420
FFO per common share/unit.....	\$ 0.49	\$ 0.32
FFO per common share/unit - diluted.....	\$ 0.36	\$ 0.32
Cash dividends/distributions per common share/unit .....	\$ 0.30	\$ 0.25
FFO payout ratio - common share/units.....	69%	78%
FFO payout ratio - diluted (3).....	79%	78%

</TABLE>

- - - - -
- (1) Reflects a non-recurring expense of \$637 associated with the Reformation of the Company during the first quarter of 1998. This transaction has been eliminated in determining FFO since it is not expected to have a continuing impact on the Company.
  - (2) The effect of the redemption of common units and conversion of preferred units is antidilutive in calculating net income per share for the six months ended June 30, 1998.
  - (3) Based upon \$2,581 of dividends/distributions to common shares/units and \$1,706 of contractual distributions to preferred units for the six months ended June 30, 1998.

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Corporate Office Properties Trust  
Summary Financial Data  
(Unaudited)  
(dollars in thousands)

<TABLE>  
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	June 30, 1998	December 31, 1997
	-----	-----
<S>	<C>	<C>
Balance Sheet Data (as of period end):		
Real estate investments, net of accumulated depreciation	\$ 288,672	\$ 188,625
Total assets .....	297,525	193,534
Mortgages payable .....	144,417	114,375
Total liabilities .....	149,997	117,008
Minority interests .....	64,499	64,862
Shareholders' equity.....	83,029	11,664
Property Data (as of period end):		
Number of properties owned .....	31	17
Total net rentable square feet owned (in thousands)	2,927	1,852
Occupancy.....	97%	99%

</TABLE>

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Summary of Second Quarter 1998 Acquisitions

Location	Square Feet	Investment (1) (In Millions)	Occupancy (2)	Major Tenants
-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
New Jersey				
695 Route 46	158,273	\$ 18.6	77%	United Health Care, Pearson Inc.
710 Route 46	104,144	10.8	93%	Midsco Inc.

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Subtotal	262,417	29.4		
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Maryland				
Airport Square II	97,139	10.0	100%	First Annapolis
Airport Square IV	51,953	4.7	100%	Agency Holding Co.
Airport Square V	54,057	5.2	67%	Aerotek, Inc.
Airport Square X	73,572	5.2	100%	United States Government
Airport Square XI	68,162	6.0	73%	United States Government, Optacor Financial Services
Airport Square XIII	67,903	6.4	100%	Ciena Corporation
Airport Square XIV	68,567	6.7	100%	Chesapeake Appraisal
Airport Square XIX	69,738	6.6	93%	Preferred Health Network
Airport Square XX	96,636	8.0	100%	United States Government
Tech Park I	57,140	5.0	100%	Ciena Corporation
Tech Park II	57,140	4.9	100%	Ciena Corporation
Tech Park IV	50,609	3.9	100%	HRB Systems Inc.
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Subtotal	812,616	72.6		
	-----	-----		
Total	1,075,033	\$ 102.0		
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- (1) Total investment cost includes all costs incurred to date [as of June 30] for the property acquisition.
- (2) Percent leased at acquisition.