

**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) **June 20, 2003**

CORPORATE OFFICE PROPERTIES TRUST

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

1-14023
(Commission
File Number)

23-2947217
(IRS Employer
Identification Number)

**8815 Centre Park Drive, Suite 400
Columbia, Maryland 21045**
(Address of principal executive offices)

(410) 730-9092
(Registrant's telephone number, including area code)

Item 7. Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Investor presentation information for Corporate Office Properties Trust.

Item 9. Regulation FD Disclosure

The Registrant is making available certain information pertaining to its properties and operations that will be displayed in presentations to the investment community. This information is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information in Exhibit 99.1 contains "forward-looking" statements, as defined in the Private Securities Litigation Reform Act of 1995, that are based on the Registrant's current expectations, estimates and projections about future events and financial trends affecting the financial condition and operations of its business. Forward-looking statements are inherently subject to risks and uncertainties, many of which the Registrant cannot predict with accuracy and some of which the Registrant might not even anticipate. Although the Registrant believes that the expectations, estimates and projections reflected in such forward-looking statements are based on reasonable assumptions at the time made, it 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: the Registrant's ability to borrow on favorable terms; general economic and business conditions, which will, among other things, affect office property demand and rents, tenant creditworthiness, interest rates and financing availability; adverse changes in the real estate markets including, among other things, increased competition with other companies; risks of real estate acquisition and development, 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 Registrant's joint venture partners may not fulfill their financial obligations as investors or may take actions that are inconsistent with the Registrant's objectives; governmental actions and initiatives; and environmental requirements. The Registrant undertakes no obligation to update or supplement forward-looking statements.

2

SIGNATURES

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

Dated: June 20, 2003

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Randall M. Griffin
Name: Randall M. Griffin
Title: President and Chief Operating Officer

By: /s/ Roger A. Waesche, Jr.
Name: Roger A. Waesche, Jr.
Title: Chief Financial Officer

OVERVIEW

- New York Stock Exchange REIT (symbol "OFC")
- Class A Suburban Office (113 properties, 9.5 mm s.f.)¹
- Mid-Atlantic Focus (largest in B/W Corridor)
- \$1.3 Billion in Total Market Capitalization²
- 7.6% FFO Growth For 2003 (\$1.55 per share)³
- 25% EPS Growth For 2003⁴
- Secure 5.2% Dividend Yield (58% FFO pay out ratio)¹

OFC
Listed
NYSE

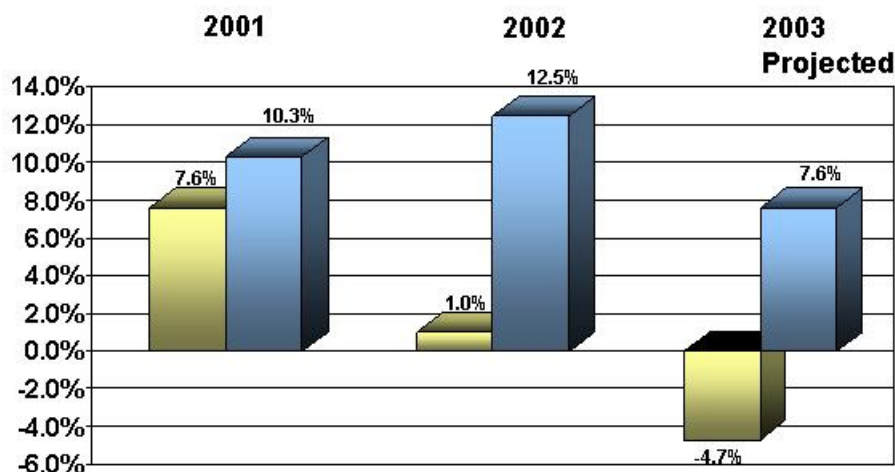


1. Data as of 6/17/03. 2. Data as of 3/31/03.
3. Based on (a) 2003 FFO estimate from M&I/xIR as of 6/17/03 and (b) actual 2002 FFO of \$1.44/share as adjusted for SFAS 141.
4. Based on Company estimate for 2003 EPS and actual EPS for 2002. See Disclosure for more detail.

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STRONG OUTLOOK

FFO Per Share Growth



OFC
Listed
NYSE

■ NAREIT Average Office¹ ■ OFC²



1. Based on actual FFO for 2002 and FirstCall Estimates for 2003 as of 6/17/03. Data provided by FactSet.
2. Based on actual FFO for 2000, 2001 and 2002; the equity to adjust text for SFAS 141, of \$1.16, \$1.28 and \$1.44 per share respectively; and M&I/xIR for 2003 estimate as of 6/17/03.

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ACQUISITION SUMMARY

2001 Acquisitions - Actual Closed	\$143 Million
2002 Acquisitions - Actual Closed	\$107 Million
2003 Acquisitions - YTD Closed	\$ 89 Million ¹
2003 Offers Out	\$180 Million ¹

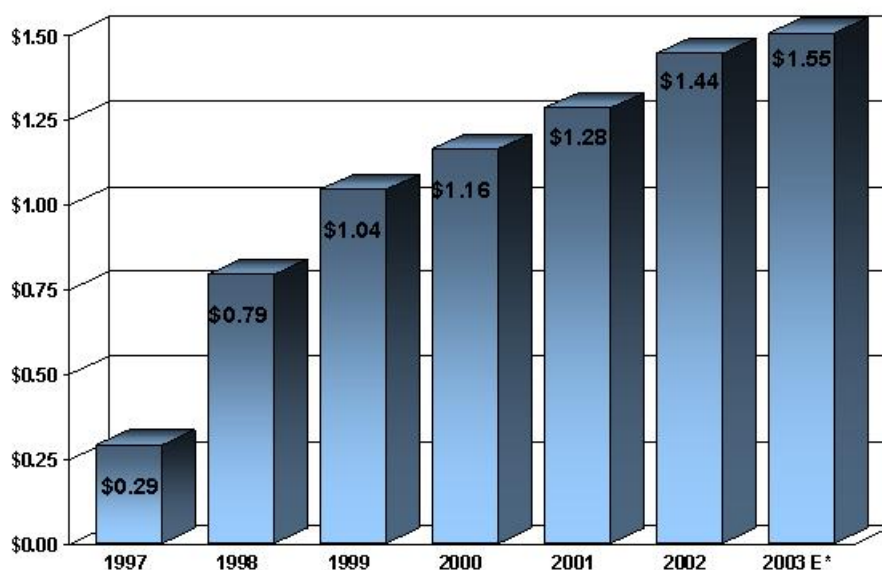
OFC
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NYSE

1. Data as of 6/11/03.



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434% GROWTH FFO PER SHARE



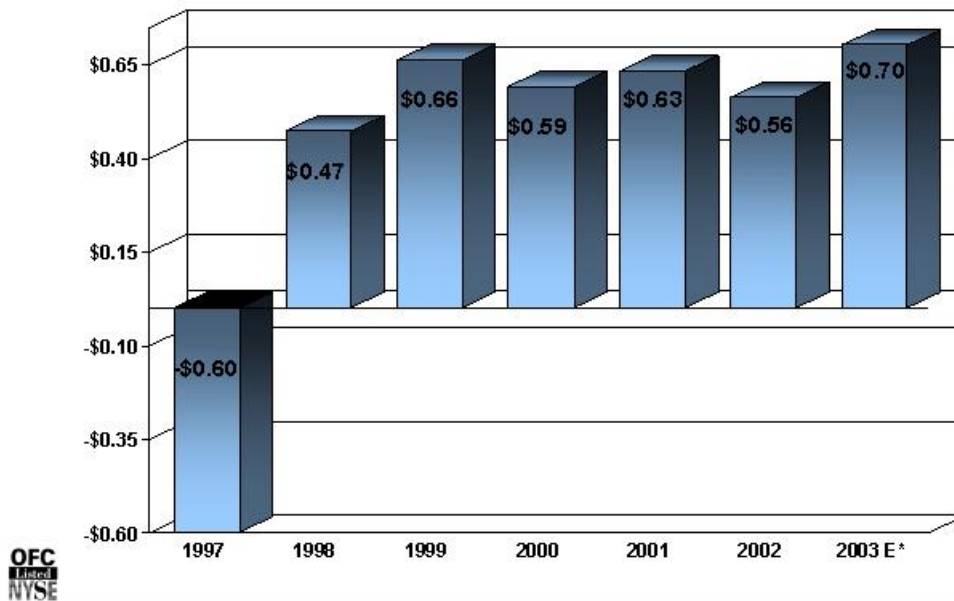
OFC
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NYSE

Based on M&A/IR analyst's consensus estimates as of 6/11/03. Actual FFO for 1999 through 2002 changed due to reclassifications discussed in the pages entitled "Disclosure." 2003 FFO estimate reflects a revised estimate based on Q1 03 earnings release (including adjustments for SFAS 141) and subsequent reporting by 8 of 9 analysts.



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217% GROWTH EARNINGS PER SHARE



*2003 EPS estimate reflects the Company's guidance previously provided.

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SUMMARY

- **Secure 5.2% Dividend Yield**
 - Conservative payout ratio (58%) as of 3/31/03
 - Stable average occupancy in 2002 (94%)
- **Consistent Growth**
 - 217% growth in EPS/share (1997-2003)
 - 434% growth in FFO/share (1997-2003)
 - 76% growth in dividends/share (1997-2003)
- **Top Performing Office REIT**
 - 26% total return in 2002
 - 172% 4 year total return (1999-2002)
- **Strong Growth Potential**
 - 7.6% FFO projected growth/share in 2003 (MultexIR as of 6/17/03)
- **For More Information About the Company, Please Visit our Web Site at www.copt.com**

OFC
Listed
NYSE

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DISCLOSURE

Definitions – Non GAAP Measure

Funds from Operations

Funds from operations means net income (loss) computed using GAAP, excluding gains (or losses) from debt restructuring and sales of real estate, plus real estate-related depreciation and amortization and after adjustments for unconsolidated partnerships and joint ventures, although FFO includes gains (or losses) from sales of real estate to the extent such gains relate to sales of non-operating properties and development services provided on operating properties. Accounting for real estate assets using historical cost accounting under GAAP assumes that the value of real estate assets diminishes predictably over time. The National Association of Real Estate Trusts ("NAREIT") stated in its April 2002 White Paper on Funds from Operations that "since real estate asset values have historically risen or fallen with market conditions, many industry investors have considered presentations of operating results for real estate companies that use historical cost accounting to be insufficient by themselves." As a result, the concept of FFO was created by NAREIT for the REIT industry to "address this problem."

Since the Company agrees with the concept of FFO and appreciates the reason surrounding its creation, it believes that FFO is an important supplemental measure of operating performance. In addition, since most equity REITs provide FFO information to the investment community, the Company believes FFO is a useful supplemental measure for comparing the Company's results to those of other equity REITs. The Company believes that net income is the GAAP measure most directly comparable to FFO.

Adjusted Funds from Operations (AFFO)

FFO adjusted for the following: straight-line rents, SFAS 141 revenues, and recurring capital expenditures.



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DISCLOSURE

Definitions – Non GAAP Measure

GAAP

Generally accepted accounting principles.

Industry Classification

We classify the revenue from our leases into industry groupings based solely on Management's knowledge of the tenants' operations in leased space. Occasionally, classifications require subjective and complex judgments. For example, we have a tenant that is considered by many to be in the computer industry; however, since the nature of that tenant's operations in the space leased from us is focused on providing service to the United States Government's defense department, we classify the revenue we earn from the lease as Government defense/defense contractor industry revenue. We do not use independent sources such as Standard Industrial Classification codes for classifying our revenue into industry groupings and if we did, the resulting groupings would be materially different.

NAREIT

National Association of Real Estate Investment Trusts

Total Annualized Revenue

Annualized rental revenue is a measure that we use to evaluate the source of our rental revenue as of a point-in-time. It is computed by multiplying the sum of monthly contractual base rent and estimated monthly expense reimbursements under active leases as of a point in time by 12. We consider annualized rental revenue to be a useful measure for analyzing revenue sources because, since it is point-in-time based, it would not contain increases and decreases in revenue associated with periods where leases were not in effect; historical GAAP revenue would contain such fluctuations. We find the measure particularly useful for tenant and segment analysis. We consider annualized rental revenue to be a statistical measure rather than a performance measure. Annualized rental revenue cannot be reconciled to GAAP measures since its computation is not derived from historical GAAP measures.



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DISCLOSURE

Definitions – Non GAAP Measure

FFO Payout Ratios

Total dividends/distributions, exclusive of dividends for perpetual preferred equity which are deducted to calculate FFO and inclusive of dividends on restricted shares for certain periods, divided by FFO.

AFFO Payout Ratios

Total dividends/distributions, exclusive of dividends for perpetual preferred equity which are deducted to calculate AFFO and inclusive of dividends on restricted shares for certain periods, divided by AFFO.



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DISCLOSURE

RECONCILIATION OF GAAP MEASURES TO NON-GAAP MEASURES

(Dollars and shares in thousands, except per share data)

	Years ended December 31, ¹⁾							Quarter ended	
	2009	2008	2007	2006	1999	1998	1997	March 31, 2009	
	Less: 10th								
	Calculated ¹⁾								
Net income available to common shareholders	\$ 1,250	\$ 1,750	\$ 19,187	\$ 12,085	\$ 11,932	\$ 12,229	\$ 4,389	\$ (807)	\$ 3,454
Convertible preferred share dividends	344	344	344	303	-	-	-	-	128
Monthly interest-related units	-	-	-	-	-	2,550	3,412	-	-
Monthly interest-common units	-	-	-	-	-	-	1,171	-	-
Numerator for earnings per share-diluted	1,794	18,294	19,111	13,379	11,932	14,779	3,222	(807)	3,530
Realizable intangible depreciation and amortization	92,300	92,300	91,997	20,792	18,337	11,937	8,288	1,287	1,920
Restricted common share dividends	392	932	239	-	-	-	-	-	39
Monthly interest-related units	2,203	2,203	2,207	2,207	2,240	81	-	720	572
Monthly interest-common units	1,048	1,250	3,300	8,592	8,922	3,449	-	85	2,289
Convertible preferred share dividends	-	-	-	-	877	1,959	927	-	-
Gain on sales of real estate, including development portion	(2,343)	(2,343)	(293)	(418)	(107)	(1,140)	-	-	(2,848)
Expense on derivative options	-	44	-	-	-	-	-	-	8
Cumulative effect of accounting change	-	-	289	-	-	-	-	-	8
Numerator for funds from operations per share-diluted	\$ 5,741.7	\$ 53,121	\$ 52,364	\$ 49,001	\$ 97,951	\$ 90,430	\$ 15,517	\$ 1,035	\$ 19,821
Denominator for earnings per share-diluted	25,800	25,800	24,347	21,829	19,219	22,574	19,297	1,881	25,492
Common units	3,990	3,990	3,232	3,497	3,852	4,339	-	562	3,990
Restricted shares	992	940	928	-	-	-	-	-	930
Convertible preferred units	2,421	2,421	2,421	2,421	2,371	70	-	1,882	2,421
Convertible preferred shares	-	-	-	-	913	1,345	449	-	-
Additional derivative share options	-	-	53	-	-	-	-	-	49
Denominator for funds from operations per share-diluted	97,291	97,291	98,894	93,481	92,154	29,372	19,838	9,755	97,278
Earnings per share-diluted	\$ 0.18	\$ 0.71	\$ 0.38	\$ 0.89	\$ 0.50	\$ 0.88	\$ 0.47	\$ (0.80)	\$ 0.22
Funds from operations per share-diluted	\$ 1.34	\$ 1.58	\$ 1.44	\$ 1.23	\$ 1.18	\$ 1.24	\$ 0.78	\$ 0.29	\$ 0.37
Numerator for funds from operations per share-diluted			\$ 52,364	\$ 49,001	\$ 97,951	\$ 90,430	\$ 15,517	\$ 1,035	\$ 19,821
Straight-line rent adjustments			(2,393)	(2,175)	(4,107)	(2,788)	(1,785)	(293)	(1,177)
Amort of origination value of leases on acquired properties			(2,342)	-	-	-	-	-	(949)
Recurring capital expenditures			(9,340)	(9,490)	(2,849)	(2,579)	(360)	-	(2,788)
Adjusted funds from operations derived starting from the numerator for funds from operations per share-diluted			\$ 41,492	\$ 34,928	\$ 93,481	\$ 29,156	\$ 13,194	\$ 720	\$ 2,199

1) Prior to operations as a result of 2002 change in accounting for certain lease contracts - 93 net accounting from Statement of Financial Accounting Standards No. 141, "Business Combinations." Prior to operations for 1999 through 2002 change in accounting for lease or other intangible contracts - 93 net accounting from Statement of Financial Accounting Standards No. 141, "Business Combinations." Statement of Financial Accounting Standards No. 141, "Business Combinations" effective January 1, 2002.

2) These values are based on Company guidance previously provided.



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OVERVIEW

- New York Stock Exchange REIT (symbol “OFC”)
- Class A Suburban Office (113 properties, 9.5 mm s.f.)(1)
- Mid-Atlantic Focus (largest in B/W Corridor)
- \$1.3 Billion in Total Market Capitalization(2)
- 7.6% FFO Growth For 2003 (\$1.55 per share)(3)
- 25% EPS Growth For 2003(4)
- Secure 5.2% Dividend Yield (58% FFO pay out ratio)(1)

[LOGO]

[GRAPHIC]

-
- (1) Data as of 6/17/03.
(2) Data as of 3/31/03.
(3) Based on (i) 2003 FFO estimate from MultexIR as of 6/17/03 and (ii) actual 2002 FFO of \$1.44/share as adjusted for SFAS 141.
(4) Based on Company estimate for 2003 EPS and actual EPS for 2002. See Disclosure for more detail.

1

STRONG OUTLOOK

FFO Per Share Growth

[CHART]

	2001	2002	2003 Projected
NAREIT Average Office(1)	7.6%	1.0%	-4.7%
OFC(2)	10.3%	12.5%	7.6%

-
- (1) Based on actual FFO for 2002 and First Call Estimates for 2003 as of 6/17/03. Data provided by Fact Set.
(2) Based on actual FFO for 2000, 2001 and 2002 subsequent to adjustment for SFAS 141, of \$1.16, \$1.28 and \$1.44 per share respectively; and MultexIR for 2003 estimate as of 6/17/03.

2

ACQUISITION SUMMARY

2001 Acquisitions - Actual Closed	\$ 143 Million
2002 Acquisitions - Actual Closed	\$ 107 Million
2003 Acquisitions - YTD Closed	\$ 89 Million(1)
2003 Offers Out	\$ 180 Million(1)

-
- (1) Data as of 6/11/03.

3

434% GROWTH FFO PER SHARE

[CHART]

	1997	1998	1999	2000	2001	2002	2003 E*
FFO Per Share	\$ 0.29	\$ 0.79	\$ 1.04	\$ 1.16	\$ 1.28	\$ 1.44	\$ 1.55

-
- * Based on MultexIR analysts' consensus estimates as of 6/17/03. Actual FFO for 1999 through 2002 changed due to reclassifications discussed in the pages entitled "Disclosure." 2003 FFO estimate reflects a revised estimate based on 1Q03 earnings release (including adjustments for SFAS 141) and subsequent reporting by 8 of 9 analysts.

4

217% GROWTH EPS PER SHARE

[CHART]

	1997	1998	1999	2000	2001	2002	2003 E*
EPS Per Share	\$ (0.60)	\$ 0.47	\$ 0.66	\$ 0.59	\$ 0.63	\$ 0.56	\$ 0.70

* 2003 EPS estimate reflects the Company's guidance previously provided.

5

SUMMARY

- **Secure 5.2% Dividend Yield**
 - Conservative payout ratio (58%) as of 3/31/03
 - Stable average occupancy in 2002 (94%)
- **Consistent Growth**
 - 217% growth in EPS/share (1997-2003)
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6

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8

DISCLOSURE

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AFFO Payout Ratios

Total dividends/distributions, exclusive of dividends for perpetual preferred equity which are deducted to calculate AFFO and inclusive of dividends on restricted shares for certain periods, divided by AFFO.

9

DISCLOSURE

RECONCILIATION OF GAAP MEASURES TO NON-GAAP MEASURES

(Dollars and shares in thousands, except per share data)	Years ended December 31,(1)								Quarter ended
	2003		2002	2001	2000	1999	1998	1997	March 31,
	Low	High							2003
	Estimated(2)								
Net income available to common shareholders	\$ 17,250	\$ 17,750	\$ 13,167	\$ 13,065	\$ 11,332	\$ 12,229	\$ 4,369	\$ (967)	\$ 5,454
Convertible preferred share dividends	544	544	544	508	—	—	—	—	136
Minority interests-preferred units	—	—	—	—	—	2,559	3,412	—	—
Minority interests-common units	—	—	—	—	—	—	1,171	—	—
Numerator for earnings per share-diluted	17,794	18,294	13,711	13,573	11,332	14,788	8,952	(967)	5,590
Real estate related depreciation and amortization	32,800	32,800	30,997	20,702	16,887	11,987	6,238	1,267	7,980
Restricted common share dividends	332	332	283	—	—	—	—	—	83
Minority interests-preferred units	2,288	2,288	2,287	2,287	2,240	61	—	720	572
Minority interests-common units	7,046	7,250	5,800	6,592	6,322	3,449	—	65	2,233
Convertible preferred share dividends	—	—	—	—	677	1,353	327	—	—
Gain on sales of real estate, excluding development portion	(2,843)	(2,843)	(268)	(416)	(107)	(1,140)	—	—	(2,843)
Expense on dilutive options	—	—	44	—	—	—	—	—	6
Cumulative effect of accounting change	—	—	—	263	—	—	—	—	—
Numerator for funds from operations per share-diluted	\$ 57,417	\$ 58,121	\$ 52,854	\$ 43,001	\$ 37,351	\$ 30,498	\$ 15,517	\$ 1,085	\$ 13,621
Denominator for earnings per share-diluted	25,600	25,600	24,547	21,623	19,213	22,574	19,237	1,601	25,492
Common units	8,990	8,990	9,282	9,437	9,652	4,883	—	552	8,990
Restricted shares	340	340	326	—	—	—	—	—	330
Convertible preferred units	2,421	2,421	2,421	2,421	2,371	70	—	1,602	2,421
Convertible preferred shares	—	—	—	—	918	1,845	449	—	—
Additional dilutive share options	—	—	58	—	—	—	—	—	43
Denominator for funds from operations per share-diluted	37,351	37,351	36,634	33,481	32,154	29,372	19,686	3,755	37,276
Earnings per share-diluted	\$ 0.70	\$ 0.71	\$ 0.56	\$ 0.63	\$ 0.59	\$ 0.66	\$ 0.47	\$ (0.60)	\$ 0.22
Funds from operations per share-diluted	\$ 1.54	\$ 1.56	\$ 1.44	\$ 1.28	\$ 1.16	\$ 1.04	\$ 0.79	\$ 0.29	\$ 0.37
Numerator for funds from operations per share-diluted			\$ 52,854	\$ 43,001	\$ 37,351	\$ 30,498	\$ 15,517	\$ 1,085	\$ 13,621
Straight-line rent adjustments			(2,389)	(3,175)	(4,107)	(2,766)	(1,785)	(295)	(1,177)
Amort. of origination value of leases on acquired properties			(2,342)	—	—	—	—	—	(549)
Recurring capital expenditures			(6,640)	(5,430)	(2,843)	(2,579)	(538)	—	(2,756)
Adjusted funds from operations derived starting from the numerator for funds from operations per share-diluted			\$ 41,483	\$ 34,396	\$ 30,401	\$ 25,153	\$ 13,194	\$ 790	\$ 9,139

(1) Funds from operations as reported for 2002 changed due to our reclassification of certain items in connection with our accounting under Statement of Financial Accounting Standards No. 141, "Business Combinations." Funds from operations for 1999 through 2002 changed due to our reclassification of losses on early retirement of debt in connection with our adoption of Statement of Financial Accounting Standards No. 145, "Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13 and Technical Corrections" on January 1, 2003.

(2) These estimates are based on Company guidance previously provided.

10