

**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) **December 29, 2004 (December 27, 2004)**

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)

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 28, 2004, Corporate Office Properties Trust (the "Company") filed Articles of Amendment to the Company's Amended and Restated Declaration of Trust with the State Department of Assessments and Taxation of the State of Maryland (the "SDAT"). The Articles of Amendment increased the authorized number of the Company's common shares of beneficial interest from 45,000,000 to 75,000,000. The number of authorized preferred shares of beneficial interest remains at 15,000,000.

Also on December 28, 2004, the Company filed Articles Supplementary to its Declaration of Trust with the SDAT. The Articles Supplementary reclassify the following previously classified preferred shares of the Company as unclassified preferred shares, without designation to series:

- 1,725,000 of the Company's 10% Series B Cumulative Redeemable Preferred Shares, which were redeemed by the Company in July 2004; and
- 544,000 of the Company's Series D Cumulative Convertible Redeemable Preferred Shares, which were converted into the Company's common shares at the election of the holder of these shares in February 2004.

The reclassification of these shares increases the number of the Company's authorized and unclassified preferred shares from 5,841,000 to 8,110,000.

The Articles of Amendment were effective on December 27, 2004. The Articles Supplementary were effective on December 28, 2004.

Item 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired
None
- (b) Pro Forma Financial Information
None
- (c) Exhibits

Exhibit Number

Description

-
- 3.1 Articles of Amendment of Amended and Restated Declaration of Trust, filed with the SDAT on December 28, 2004.
 - 3.2 Articles Supplementary with respect to the Series B Cumulative Redeemable Preferred Shares, filed with the SDAT on December 28, 2004.
 - 3.3 Articles Supplementary with respect to the Series D Cumulative Convertible Redeemable Preferred Shares, filed with the SDAT on December 28, 2004.

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.

Date: December 29, 2004

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: Executive Vice President and Chief
Financial Officer

CORPORATE OFFICE PROPERTIES TRUST

ARTICLES OF AMENDMENT OF AMENDED AND RESTATED

DECLARATION OF TRUST

CORPORATE OFFICE PROPERTIES TRUST, a Maryland real estate investment trust (the "Trust"), having its principal office in the State of Maryland in Columbia, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Article VI, Section 6.1 of the Amended and Restated Declaration of Trust of the Trust, as amended (the "Declaration of Trust"), is hereby amended in its entirety to read as follows:

Section 6.1 *Authorized Shares*. The beneficial interest of the Trust shall be divided into shares of beneficial interest (the "Shares"). The Trust has authority to issue 90,000,000 shares of beneficial interest, consisting of 75,000,000 common shares of beneficial interest, \$0.01 par value per share ("Common Shares"), and 15,000,000 preferred shares of beneficial interest, \$0.01 par value per share ("Preferred Shares"). The Board of Trustees, without any action by the shareholders of the Trust, may amend the Declaration of Trust from time to time to increase or decrease the aggregate number of Shares or the number of Shares of any class that the Trust has authority to issue. If shares of one class of stock are classified or reclassified into shares of another class of stock pursuant to Sections 6.2, 6.3 or 6.4 of this Article VI, the number of authorized shares of the former class shall be automatically decreased and the number of shares of the latter class shall be automatically increased, in each case by the number of shares so classified or reclassified.

SECOND: The total number of shares of beneficial interest that the Trust had authority to issue immediately prior to this amendment was 60,000,000 shares of

beneficial interest, \$0.01 par value, having an aggregate par value of Six Hundred Thousand Dollars (\$600,000).

THIRD: The total number of shares of beneficial interest that the Trust has authority to issue, pursuant to the Declaration of Trust as amended, is 90,000,000 shares of beneficial interest, \$0.01 par value, having an aggregate par value of Nine Hundred Thousand Dollars (\$900,000).

FOURTH: The Board of Trustees of the Trust at a meeting duly convened and held on December 2, 2004, adopted resolutions declaring advisable and approving the amendment to the Declaration of Trust set forth in the first paragraph. Such approval was by affirmative vote of at least a majority of the Board of Trustees as required by Article VI, Section 6.1 of the Declaration of Trust and Section 8-203(a)(7) of Title 8 of the Annotated Code of Maryland.

FIFTH: The undersigned President and Chief Operating Officer of the Trust acknowledges these Articles of Amendment to the Declaration of Trust to be an act of the Trust and, as to all matters and facts required to be verified under oath, the undersigned acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, Corporate Office Properties Trust has caused these Articles of Amendment to be signed by a duly authorized officer thereof as of December 27, 2004.

WITNESS:

CORPORATE OFFICE PROPERTIES TRUST

/s/ Karen M. Singer
 Karen M. Singer
 Vice President, General
 Counsel and Secretary

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

CORPORATE OFFICE PROPERTIES TRUST

ARTICLES SUPPLEMENTARY

Corporate Office Properties Trust, a Maryland real estate investment trust (the "Trust"), having its principal office in Columbia, Maryland, hereby certifies to the Department of Assessments and Taxation that:

FIRST: Pursuant to the authority expressly vested in the Board of Trustees of the Trust by Article VI of the Declaration of Trust, as amended to date (the "Declaration of Trust"), and by Section 8-203 of the Maryland General Corporation Law, the Board of Trustees has duly redeemed and hereby reclassifies, retires and declassifies the 1,725,000 shares of 10% Series B Cumulative Redeemable Preferred Shares, \$.01 per share of the Trust as unclassified Preferred Shares, without designation as to series.

SECOND: The reclassification decreases the number of shares previously classified as 10% Series B Cumulative Redeemable Preferred Shares, \$.01 per share, from 1,725,000 shares to zero (0) shares after the reclassification. The reclassification increases the number of unclassified Preferred Shares from 5,841,000 to 7,566,000.

The undersigned authorized officer of the Trust acknowledges these Articles to be the act of the Trust, and affirms, under the penalties of perjury, that to the best of his knowledge, information, and behalf, the matters and facts stated in these Articles are true in all material respects.

ATTEST:

CORPORATE OFFICE PROPERTIES TRUST

/s/ Karen M. Singer
Karen M. Singer, Vice President
General Counsel and Secretary

By: /s/ Randall M. Griffin (SEAL)
Randall M. Griffin, President
and Chief Operating Officer

CORPORATE OFFICE PROPERTIES TRUST

ARTICLES SUPPLEMENTARY

Corporate Office Properties Trust, a Maryland real estate investment trust (the "Trust"), having its principal office in Columbia, Maryland, hereby certifies to the Department of Assessments and Taxation that:

FIRST: Pursuant to the authority expressly vested in the Board of Trustees of the Trust by Article VI of the Declaration of Trust, as amended to date (the "Declaration of Trust"), and by Section 8-203 of the Maryland General Corporation Law, the Board of Trustees has duly redeemed and hereby reclassifies, retires and declassifies the 544,000 shares of Series D Cumulative Convertible Redeemable Preferred Shares, \$.01 per share of the Trust as unclassified Preferred Shares, without designation as to series.

SECOND: The reclassification decreases the number of shares previously classified as Series D Cumulative Convertible Redeemable Preferred Shares, \$.01 per share, from 544,000 shares to zero (0) shares after the reclassification. The reclassification increases the number of unclassified Preferred Shares from 7,566,000 to 8,110,000.

The undersigned authorized officer of the Trust acknowledges these Articles to be the act of the Trust, and affirms, under the penalties of perjury, that to the best of his knowledge, information, and behalf, the matters and facts stated in these Articles are true in all material respects.

ATTEST:

CORPORATE OFFICE PROPERTIES TRUST

/s/ Karen M. Singer
Karen M. Singer, Vice President,
General Counsel and Secretary

By: /s/ Randall M. Griffin (SEAL)
Randall M. Griffin, President
and Chief Operating Officer
