

**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) **April 22, 2005 (April 18, 2005)**

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 1.01 Entry into a Material Definitive Agreement.

On April 18, 2005, Corporate Office Properties Trust (the "Registrant"), the General Partner of Corporate Office Properties, L.P. (the "Operating Partnership"), entered into the Eighteenth Amendment to Second Amended and Restated Limited Partnership Agreement (as so amended, the "Partnership Agreement") of Corporate Office Properties, L.P. The Amendment was entered into in connection with the issuance by the Operating Partnership to ten unrelated entities on April 18, 2005 of an aggregate of 142,776 common units in the Operating Partnership valued at \$3.7 million in connection with the contribution by such entities of properties to the Operating Partnership. Other than to reflect the admission of such entities into the Operating Partnership, the Amendment contains no substantive terms.

Item 9.01 Financial Statements and Exhibits

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

Exhibit Number	Exhibit Title
10.1	Eighteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 18, 2005.

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: April 22, 2005

CORPORATE OFFICE PROPERTIES TRUST

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

By: /s/ Roger A. Waesche, Jr.
Name: Roger A. Waesche, Jr.
Title: Executive Vice President and Chief
Financial Officer

2

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title</u>
10.1	Eighteenth Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 18, 2005.

3

**EIGHTEENTH AMENDMENT
TO
SECOND AMENDED AND RESTATED
LIMITED PARTNERSHIP AGREEMENT
OF
CORPORATE OFFICE PROPERTIES, L.P.**

THIS EIGHTEENTH AMENDMENT (this "Amendment") to the Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., a Delaware limited partnership (the "Partnership") is made and entered into as of April 18, 2005, by the undersigned.

Recitals

- A. The Partnership is a limited partnership organized under the Delaware Revised Uniform Limited Partnership Act and governed by that certain Second Amended and Restated Limited Partnership Agreement dated as of December 7, 1999, as amended to the date hereof (as amended, the "Partnership Agreement").
- B. The sole general partner of the Partnership is Corporate Office Properties Trust, a real estate investment trust formed under the laws of the State of Maryland (the "General Partner").
- C. Pursuant to Section 11.1(b)(iii), the General Partner desires to amend the Partnership Agreement to reflect the admission, substitution, termination and/or withdrawal of various limited partners in accordance with the terms of the Partnership Agreement.

NOW THEREFORE, the General Partner, intending to be legally bound, hereby amends the Partnership Agreement as follows, effective as of the date set forth above.

1. Exhibit 1, Schedule of Partners, as attached hereto and by this reference made a part hereof, is hereby substituted for and intended to replace any prior Exhibit 1 attached to a prior Amendment to the Partnership Agreement, and as attached hereto shall be a full and complete listing of all the general and limited partners of the Partnership as of the date of this Amendment, the same being intended and hereby superceding all prior Exhibit 1 listings.

IN WITNESS WHEREOF, the General Partner has executed this Amendment as of the day and year first above written.

CORPORATE OFFICE PROPERTIES TRUST, a
Maryland Real Estate Investment Trust

By: /s/ Roger A. Waesche, Jr.
Name: Roger A. Waesche, Jr.
Title: Executive Vice President

Exhibit 1

Schedule of Partners

	<u>Common Units of Partnership Units</u>	<u>Series E Preferred Units</u>	<u>Series F Preferred Units</u>	<u>Series G Preferred Units</u>	<u>Series H Preferred Units</u>	<u>Series I Preferred Units</u>
<u>General Partner</u>						
Corporate Office Properties Trust	34,979,382	1,150,000	1,425,000	2,200,000	2,000,000	
<u>Limited Partners and Preferred Limited Partners</u>						
Jay H. Shidler	452,878					
Shidler Equities, L.P.	2,995,439					
Clay W. Hamlin, III	566,492					
LBCW Limited Partnership	3,031,107					
Robert L. Denton	414,910					
James K. Davis	51,589					
John E. De B. Blockey, Trustee of the John E. de B. Blockey Living Trust dated 9/12/88	300,625					
Frederick K. Ito Trust	29,140					
June Y. I. Ito Trust	29,135					
RP Investments, LLC	150,000					
Denise J. Liszewski	28,333					
Samuel Tang	4,389					
Lawrence J. Taff	13,733					
Kimberly F. Aquino	2,937					
M.O.R. XXIX Associates Limited Partnership	148,381					
M.O.R. 44 Gateway Associates Limited Partnership	1					
John Parsinen	90,000					
M.O.R. Commons Limited Partnership	7					
John Edward De Burgh Blockey and Sanda Juanita Blockey	10,476					
Anthony Muscatello	90,905					
Lynn Hamlin	121,411					
Baldwin School	200					
National Prostate Cancer Coalition	400					
The Episcopal Academy	250					
University of Pennsylvania, Friends of Penn Tennis	400					
Housing Affiliates, Inc.	4,402					
Reingle Corp.	730					

Joseph Tawil	2,160					
The Lovejoy Trust	59,528					
The Century Trust	59,528					
A. Charles Wilson & Betty S. Wilson Trust	5,908					
Harold & Renee Holland	4,320					
Irwin Hoffman	1,880					
Carl & Dolores Wright Revocable Trust	2,160					
Rouse 1988 Trust	2,160					
TRC Associates Limited Partnership						352,000
	43,655,296	1,150,000	1,425,000	2,200,000	2,000,000	352,000
