

---

---

**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 1, 2006 (May 30, 2006)

**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 May 30, 2006, the Registrant and its subsidiary, Corporate Office Properties, L.P., entered into an amendment to its employment agreement with Randall M. Griffin, the Registrant's President and Chief Executive Officer, to extend the length of the basic term, as defined in the agreement, by two years to an end date of June 30, 2010. This amendment does not affect any other provisions of the employment agreement. Mr. Griffin's employment agreement, dated July 13, 2005, was filed with the Registrant's Current Report on Form 8-K on July 19, 2005.

On May 30, 2006, the Registrant and its subsidiary, Corporate Office Properties, L.P., also entered into a second amendment to its employment agreement with Roger A. Waesche, Jr., the Registrant's Executive Vice President and Chief Financial Officer, to extend the length of the basic term, as defined in the agreement, by five years to an end date of June 30, 2013. This amendment does not affect any other provisions of the employment agreement, as previously amended. Mr. Waesche's employment agreement, dated September 12, 2002, was filed on March 27, 2003 with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2002. The first amendment to the employment agreement was filed on March 16, 2005 with the Registrant's Annual Report on Form 10-K for the year ended December 31, 2004.

The descriptions set forth above are only summaries of the amendments to Mr. Griffin's and Mr. Waesche's employment agreements and are qualified in their entirety by reference to the full amendments, which are filed herewith as Exhibits 10.1 and 10.2.

**Item 9.01 Financial Statements and Exhibits**

- (a) Financial Statements of Businesses Acquired
- None

(b) Pro Forma Financial Information

None

(c) Exhibits

---

<u>Exhibit Number</u>	<u>Exhibit Title</u>
10.1	Amendment to Employment Agreement, dated May 30, 2006, between Corporate Office Properties, L.P., Corporate Office Properties Trust, and Randall M. Griffin.
10.2	Second Amendment to Employment Agreement, dated May 30, 2006, between Corporate Office Properties, L.P., Corporate Office Properties Trust, and Roger A. Waesche, Jr.

---

**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: June 1, 2006

CORPORATE OFFICE PROPERTIES TRUST

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

---

**EXHIBIT INDEX**

---

<u>Exhibit Number</u>	<u>Exhibit Title</u>
10.1	Amendment to Employment Agreement, dated May 30, 2006, between Corporate Office Properties, L.P., Corporate Office Properties Trust, and Randall M. Griffin.
10.2	Second Amendment to Employment Agreement, dated May 30, 2006, between Corporate Office Properties, L.P., Corporate Office Properties Trust, and Roger A. Waesche, Jr.

---

AMENDMENT TO EMPLOYMENT AGREEMENT

This Amendment to Employment Agreement ("Amendment"), is made and entered into as of the 30 day of May, 2006, by and between CORPORATE OFFICE PROPERTIES, L. P. (the "Employer"), CORPORATE OFFICE PROPERTIES TRUST ("COPT") and RANDALL M. GRIFFIN (the "Executive").

RECITALS

A. Executive and Employer executed an Employment Agreement dated July 13, 2005, providing for the employment of the Executive by the Employer upon the terms and conditions therein stated, of which the Basic Term is scheduled to expire on June 30, 2008.

B. Employer has requested and Executive has agreed to extend the Basic Term for an additional two (2) years and the parties desire to enter into this Agreement on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of Executive's continued employment under the Employment Agreement, it is covenanted and agreed by and between the parties hereto as follows:

1. AMENDMENT TO PARAGRAPH 4(a). The first sentence of Section 4(a) of the Employment Agreement is deleted and the following is inserted in lieu thereof:

The Executive's employment hereunder shall be for a term commencing on April 1, 2005 and expiring on June 30, 2010 (the "Basic Term")

2. NO OTHER AMENDMENTS. With the exception of paragraph 4(a) of the Employment Agreement, this Amendment does not affect or otherwise supersede any other provisions of the Employment Agreement or otherwise limit its enforceability in any way.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

"Employer"  
CORPORATE OFFICE PROPERTIES L. P.  
Maryland limited liability company  
By: Corporate Office Properties Trust,  
General Partner

"Executive"

By: /s/ Jay H. Shidler  
Jay H. Shidler  
Chairman of the Board  
Date: 5/30/06

/s/ Randall M. Griffin  
Randall M. Griffin  
Date: 5/30/06

CORPORATE OFFICE PROPERTIES TRUST  
a Maryland estate investment trust

By: /s/ Jay H. Shidler  
Jay H. Shidler  
Chairman of the Board  
Date: 5/30/06



**SECOND AMENDMENT TO EMPLOYMENT AGREEMENT**

This Second Amendment to Employment Agreement (“Amendment”), is made and entered into as of the 30 day of May, 2006, by and between CORPORATE OFFICE PROPERTIES, L. P. (the “Employer”), CORPORATE OFFICE PROPERTIES TRUST (“COPT”) and ROGER A. WAESCHE, JR. (the “Executive”).

**RECITALS**

A. Executive and Employer executed an Employment Agreement dated September 12, 2002, as amended by that certain Amendment to Employment Agreement dated March 4, 2005, providing for the employment of the Executive by the Employer upon the terms and conditions therein stated, of which the Basic Term is scheduled to expire on June 30, 2008.

B. Employer has requested and Executive has agreed to extend the Basic Term for an additional five (5) years and the parties desire to enter into this Agreement on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of Executive’s continued employment under the Employment Agreement, and pursuant to paragraph 11(b) of the Employment Agreement, it is covenanted and agreed by and between the parties hereto as follows:

1. AMENDMENT TO PARAGRAPH 4(a). The first sentence of Section 4(a) of the Employment Agreement is deleted and the following is inserted in lieu thereof:

The Executive’s employment hereunder shall be for a term commencing on July 1, 2002 and expiring on June 30, 2013 (the “Basic Term”).

2. NO OTHER AMENDMENTS. With the exception of paragraph 4(a) of the Employment Agreement, this Amendment does not affect or otherwise supersede any other provisions of the Employment Agreement or otherwise limit its enforceability in any way.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date first written above.

“Employer”  
 CORPORATE OFFICE PROPERTIES L. P.  
 Maryland limited liability company  
 By: Corporate Office Properties Trust,  
 General Partner

“Executive”

By: /s/ Randall M. Griffin  
 Randall M. Griffin,  
 President and CEO  
 Date: 5/30/06

/s/ Roger A. Waesche, Jr.  
 Roger A. Waesche, Jr.  
 Date: 5/30/06

CORPORATE OFFICE PROPERTIES TRUST  
 a Maryland estate investment trust

By: /s/ Randall M. Griffin  
 Randall M. Griffin,  
 President and CEO  
 Date: 5/30/06

