

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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) **April 12, 2007 (April 6, 2007)**

**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)

**6711 Columbia Gateway Drive, Suite 300**  
**Columbia, Maryland 21046**  
(Address of principal executive offices)

**(443) 285-5400**  
(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))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On April 6, 2007, Corporate Office Properties Trust (the "Registrant"), the General Partner of Corporate Office Properties, L.P. (the "Operating Partnership"), entered into the Twenty-Third Amendment (the "Amendment") to the Second Amended and Restated Limited Partnership Agreement (as so amended, the "Partnership Agreement") of Corporate Office Properties, L.P. The Amendment, which is attached hereto as Exhibit 10.1, was entered into in connection with the issuance by the Operating Partnership of an aggregate of 262,165 common units in the Operating Partnership valued at \$12.5 million to an unrelated entity effective April 6, 2007 in connection with the acquisition of property by a wholly owned subsidiary of the Registrant. Other than to reflect the admission of such entity 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) Shell Company Transactions  
None
- (d) Exhibits

Exhibit Number  
10.1

Exhibit Title  
Twenty-Third Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 6, 2007.

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**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 12, 2007

CORPORATE OFFICE PROPERTIES TRUST

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

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EXHIBIT INDEX

Exhibit Number

10.1

Exhibit Title

Twenty-Third Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated April 6, 2007.

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

This Twenty-Third Amendment (the 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 6, 2007, 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 first 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, 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/ RANDALL M. GRIFFIN  
Randall M. Griffin  
President and Chief Executive Officer

**Exhibit 1 Addendum**

**Schedule of Partners**

<b>General Partner</b>	<b>Common Units of Partnership Units</b>	<b>Series G Preferred Units</b>	<b>Series H Preferred Units</b>	<b>Series I Preferred Units</b>	<b>Series J Preferred Units</b>	<b>Series K Preferred Units</b>
Corporate Office Properties Trust	44,938,069	2,200,000	2,000,000		3,390,000	531,667
<b>Limited Partners and Preferred Limited Partners</b>						
Jay H. Shidler	452,878					
Shidler Equities, L.P.	2,995,439					
Clay W. Hamlin, III	489,917					
LBCW Limited Partnership	2,681,107					
Robert L. Denton	400,000					
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	20,340					
June Y. I. Ito Trust	20,335					
RP Investments, LLC	100,000					
Denise J. Liszewski	23,333					
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	49,434					
M.O.R. Commons Limited Partnership	7					
John Edward De Burgh Blockey and Sanda Juanita Blockey	10,476					
Lynn Hamlin	121,411					
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
Rouse 1988 Trust	2,160
CB Management, L.L.C.	2,497
Patriot Partner, L.L.C.	25,000
National Prostate Cancer Coalition	400
John A. Luetkemeyer, Jr.	38,954
Lawrence G. Rief	2,526
Arthur Ashe Youth Tennis & Education	300
Heritage Foundation	200
Volunteers in Medicine	500
David D. Jenkins	262,165

TRC Associates Limited Partnership 352,000

	<u>53,297,559</u>	<u>2,200,000</u>	<u>2,000,000</u>	<u>352,000</u>	<u>3,390,000</u>	<u>531,667</u>
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