
**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) **May 13, 2010**

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

At the 2010 Annual Meeting of Shareholders held on May 13, 2010, the shareholders of Corporate Office Properties Trust (the "Registrant") approved the Corporate Office Properties Trust Amended and Restated 2008 Omnibus Equity and Incentive Plan (the "Plan"), under which the Registrant may issue equity-based awards to officers, employees, non-employee trustees and any other key persons of the Registrant and its subsidiaries. The Plan provides for a maximum of 5,900,000 shares of the Registrant's common shares of beneficial interest, of which 3,000,000 were added pursuant to the recently approved amendment and restatement, to be issued in the form of share options, share appreciation rights, deferred share awards, restricted share awards, unrestricted share awards, performance shares, dividend equivalent rights and other equity-based awards and for the granting of cash-based awards. A description of the material terms of the Plan can be found in the section of the Definitive Proxy Statement on Schedule 14A filed by the Registrant on March 30, 2010 entitled "Proposal 2—Approval of the Amended and Restated 2008 Omnibus Equity and Incentive Plan," in the subsection entitled "Summary of the Amended and Restated 2008 Plan," and is incorporated by reference into this Form 8-K.

The foregoing summary is qualified in its entirety by reference to the Plan, which is filed as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

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

On May 13, 2010, the Registrant amended Article VI, Section 6.1 of its Amended and Restated Declaration of Trust to increase the number of common shares of beneficial interest authorized to be issued from 75,000,000 to 125,000,000.

The foregoing summary is qualified in its entirety by reference to the amendment, which is filed as Exhibit 3.1 to this Form 8-K and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 13, 2010, the Registrant held its Annual Meeting of Shareholders. At such meeting, the shareholders voted on the election of eleven trustees, each for a one-year term, approval of the Registrant's Amended and Restated 2008 Omnibus Equity and Incentive Plan and the ratification of the appointment of PricewaterhouseCoopers LLP as the Registrant's independent registered public accounting firm for the current fiscal year. The voting results at the meeting were as follows:

Proposal 1: Election of Trustees

Name of Nominee	Shares			
	Share For	Withheld	Shares Abstain	Non-Votes
Jay H. Shidler	48,268,704	914,864	—	2,621,769
Clay W. Hamlin, III	48,363,626	819,942	—	2,621,769
Thomas F. Brady	46,867,150	2,316,418	—	2,621,769
Robert L. Denton	48,324,235	859,333	—	2,621,769
Douglas M. Firstenberg	47,011,926	2,171,642	—	2,621,769
Randall M. Griffin	48,595,596	587,972	—	2,621,769
David M. Jacobstein	48,698,749	484,819	—	2,621,769
Steven D. Kesler	48,599,406	584,162	—	2,621,769
Kenneth S. Sweet, Jr.	46,714,249	2,469,319	—	2,621,769
Richard Szafranski	48,416,563	767,005	—	2,621,769
Kenneth D. Wethe	48,546,100	637,468	—	2,621,769

	Votes Cast			Broker Non-votes
	For	Against	Abstain	
Proposal 2: Approval of the Amended and Restated 2008 Omnibus Equity and Incentive Plan	38,234,899	10,515,015	433,653	2,621,769
Proposal 3: Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm for the Current Fiscal Year	51,014,202	384,146	406,988	—

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Articles of Amendment of Amended and Restated Declaration of Trust
99.1	Corporate Office Properties Trust Amended and Restated 2008 Omnibus Equity and Incentive Plan (1)

(1) Incorporated herein by reference to Annex A to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission by Corporate Office Properties Trust on March 30, 2010.

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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: May 19, 2010

CORPORATE OFFICE PROPERTIES TRUST

By: /s/ Stephen E. Riffie
Name: Stephen E. Riffie
Title: Executive Vice President and Chief Financial Officer

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EXHIBIT INDEX

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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 140,000,000 shares of beneficial interest, consisting of 125,000,000 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 90,000,000 shares of

beneficial interest, \$0.01 par value, having an aggregate par value of Nine Hundred Thousand Dollars (\$900,000).

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 140,000,000 shares of beneficial interest, \$0.01 par value, having an aggregate par value of One Million Four Hundred Thousand Dollars (\$1,400,000).

FOURTH: The Board of Trustees of the Trust at a meeting duly convened and held on May 13, 2010, 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 Executive 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 May 13, 2010.

WITNESS:

CORPORATE OFFICE PROPERTIES TRUST

/s/ Karen M. Singer

Karen M. Singer
Senior Vice President, General
Counsel and Secretary

By: /s/ Randall M. Griffin

Randall M. Griffin
President and Chief Executive
Officer
