

CORPORATE OFFICE PROPERTIES TRUST

Form 8-K

February 09, 2011

**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) **February 3, 2011**

**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)

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**(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 February 3, 2011, Corporate Office Properties Trust (the Registrant), the General Partner of Corporate Office Properties, L.P. (the Operating Partnership), entered into the Twenty-Seventh Amendment (the Amendment) to the Second Amended and Restated Limited Partnership Agreement (as amended, the Partnership Agreement) of Corporate Office Properties, L.P. The Amendment, which is attached hereto as Exhibit 10.1, was entered into in order to update the Partnership Agreement for certain changes in ownership of the Operating Partnership. Other than to reflect such change described above, 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	Exhibit Title
10.1	Twenty-Seventh Amendment to Second Amended and Restated Limited Partnership Agreement of Corporate Office Properties, L.P., dated February 3, 2011.

**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.

Dated: February 9, 2011

CORPORATE OFFICE PROPERTIES TRUST

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

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Exhibit Title</b>
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