

CORPORATE OFFICE PROPERTIES TRUST
Form S-3MEF
August 04, 2003

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As filed with the Securities and Exchange Commission on August 4, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3 REGISTRATION STATEMENT Under THE SECURITIES ACT OF 1933

Corporate Office Properties Trust

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation or organization)

23-2947217
(I.R.S. Employer
Identification Number)

**8815 Centre Park Drive, Suite 400
Columbia, MD 21045
(410) 730-9092**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

**Clay W. Hamlin
Chief Executive Officer
Corporate Office Properties Trust
8815 Centre Park Drive, Suite 400
Columbia, MD 21045
(410) 730-9092**

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

with copies to:

**John H. Gurley, Esquire
Senior Vice President, Secretary and
General Counsel
Corporate Office Properties Trust**

**Alan Singer, Esquire
Morgan, Lewis & Bockius LLP
1701 Market Street
Philadelphia, Pennsylvania 19103**

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8815 Centre Park Drive, Suite 400
Columbia, MD 21045
(410)-730-9092

(215) 963-5000

Approximate date of commencement of the proposed sale to the public:

From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: 333-71807

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If delivery of the prospectus is expected to be made pursuant to Rule 434 under the Securities Act, please check the following box:

CALCULATION OF REGISTRATION FEE

Title of Securities Being Registered	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Preferred Shares of Beneficial Interest, \$0.01 par value	\$9,952,994	\$804.96

(1) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(o) under the Securities Act.

Incorporation By Reference of Registration Statement on Form S-3, File No. 333-71807.

The Registrant hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3, as amended (File No. 333-71807), filed with the Securities and Exchange Commission, and declared effective on or about November 14, 2000, by the Securities and Exchange Commission, including each of the documents filed by the Registrant with the Securities and Exchange Commission and incorporated or deemed to be incorporated by reference therein.

**PART II.
INFORMATION NOT REQUIRED IN PROSPECTUS**

Item 16. Exhibits

All exhibits filed with or incorporated by reference in Registration Statement No. 333-71807 are incorporated by reference into, and shall be deemed a part of, this Registration Statement, except the following which are filed herewith.

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Exhibit Number	Description
5.1	Opinion of Morgan, Lewis & Bockius LLP, with respect to the legality of the shares being registered.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Morgan, Lewis & Bockius LLP (included in its opinion filed as Exhibit 5.1 hereto).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 pursuant to Rule 462(b) and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Columbia, State of Maryland, on the 4th day of August, 2003.

CORPORATE OFFICE PROPERTIES TRUST

By: RANDALL M. GRIFFIN

 Randall M. Griffin
 President and Chief Operating Officer
 (Principal Executive Officer)

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
*		
Jay H. Shidler	Chairman of the Board of Trustees	August 4, 2003
*		
Clay W. Hamlin	Chief Executive Officer and Trustee	August 4, 2003
RANDALL M. GRIFFIN	President and Chief Operating Officer	August 4, 2003
Randall M. Griffin	(Principal Executive Officer)	
ROGER A. WAESCHE, JR.	Senior Vice President and Chief Financial Officer (Chief Accounting and Financial Officer)	August 4, 2003
Roger A. Waesche, Jr.		
*	Trustee	August 4, 2003
Betsy Z. Cohen		
*	Trustee	August 4, 2003

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Name	Title	Date
Kenneth D. Wethe		
*	Trustee	August 4, 2003
Robert L. Denton		
*	Trustee	August 4, 2003
Kenneth S. Sweet, Jr.		
*	Trustee	August 4, 2003
Thomas F. Brady		
*	Trustee	August 4, 2003
Steven D. Kesler		
* RANDALL M. GRIFFIN		
Signed as attorney-in-fact		

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