Form **8937** (December 2011) Department of the Treasury

Report of Organizational Actions Affecting Basis of Securities

See separate instructions.

OMB No. 1545-2224

Internal Revenue Service		> See separate instructiv	UII3,
Part I Reporting I	ssuer		
1 Issuer's name		2 Issuer's employer identification number (EIN)	
Corporate Office Propertie	s Trust	23-2947217	
3 Name of contact for add	ditional information	4 Telephone No. of contact	5 Email address of contact
Robert McCormick		robert.mccormick@copt.com	
6 Number and street (or F	P.O. box if mail is not		
6711 Columbia Gateway D	rive. Suite 300		Columbia, MD 21046
8 Date of action		1	
Various - See 14 below		Common Shares	
10 CUSIP number	11 Serial number(s) 12 Ticker symbol	13 Account number(s)
22002T108		OFC	
Part II Organization	onal Action Attac	ch additional statements if needed	d. See back of form for additional questions.
14 Describe the organiza	tional action and, if a	pplicable, the date of the action or th	e date against which shareholders' ownership is measured for
the action ► Corpor	ate Office Propertie	s Trust paid quarterly cash distribu	tions to its common shareholders for the 2011 tax year.
A portion of these distribu	tions represents a	nontaxable return of capital. The di	stribution dates were as follows:
Distributions of .4125 per	share for each quar	terly distribution.	
Record Dates: 3/31/2011, 6	3/30/2011, 9/30/2011	and 12/31/2011	
Payment Dates: 4/15/2011,	7/15/2011, 10/14/20	11 and 1/17/2012	
	7.114		
•			security in the hands of a U.S. taxpayer as an adjustment per
share or as a percenta	age of old basis $ ightharpoons$	ne return of capital portion of the di	stributions reduced the basis of the security in the hands of
US taxpayer(s) as follows:	(1		
	¥*2***		
Payable P	er Share reduction		
Date o	f basis		
04/15/2011 \$	139157		
07/15/2011 \$	139157		
10/14/2011 \$	139157		
	.139157		

16 Describe the calculati	on of the change in h	ages and the data that supports the s	calculation, such as the market values of securities and the
			arnings and profits under IRC 312 (as modified by IRC
			er. Distributions in excess of the earnings and profits
allocated to the common s	shares reduces the	shareholder's basis in its shares to	the extent of basis.
			- Annie

RC Section 301(c)(2) provides that the portion of the cash distribution on common shares which is not a dividend shall be applied against and reduce the adjusted basis of the shares. 18 Can any resulting loss be recognized? ➤ No 19 Provide any other information necessary to implament the adjustment, such as the reportable tax year ➤ These cash distributions will be reported to shareholders on their 2011 Federal Form 1099-DIV with respect to their common share holdings in the company. 19 Provide any other information necessary to implament the adjustment, such as the reportable tax year ➤ These cash distributions will be reported to shareholders on their 2011 Federal Form 1099-DIV with respect to their common share holdings in the company. 19 Provide any other information necessary to implament the adjustment, such as the reportable tax year ➤ These cash distributions will be reported to shareholders on their 2011 Federal Form 1099-DIV with respect to their common share holdings in the company. 19 Provide any other information necessary to implament the adjustment, such as the reportable tax year ➤ These cash distributions will be reported to shareholders on their common share holdings in the company. 19 Provide any other information necessary to implament the adjustment, such as the reportable tax year ➤ These cash distributions will be reported to shareholders on their common share holdings in the company. 10 Provide any other information necessary to implament the adjustment, such as the reportable tax year ➤ These cash distributions will be reported to shareholders on the cash of interest of the company. 10 Provide any other information necessary to implament the adjustment, such as the reportable tax year ➤ These cash distributions will be reported to shareholders and shareholders	Part II		rganizational Action (contin	nuea)			
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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ➤ These cash distributions will be reported to shareholders on their 2011 Federal Form 1089-DIV with respect to their common share holdings in the company. Under penalties of persyr, I declare that I have examined this return, blokking accompanying schedules and statements, and to the best of my knowledge and build it is true, convert and complete. Declaration of prepare (other than office) is based on all information of which prepare has any knowledge and build it is true, convert and complete. Declaration of prepare (other than office) is based on all information of which prepare has any knowledge. Sign Here Signature ★ **Lix** Convert **Steve Reffee** First your name ★ **Steve Reffee** First your name ★ **Steve Reffee** First same ★ **Preparer signature* Obtain **Declar			•				
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Firm's address ► Phone no Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054	Send Fo	rm 80		nents) to: Department of the	Treasury Internal Re	venue Service On	· · · · · · · · · · · · · · · · · · ·