

CORPORATE OFFICE PROPERTIES TRUST
Form 8-K
May 17, 2011

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 12, 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 5.07 Submission of Matters to a Vote of Security Holders

On May 12, 2011, Corporate Office Properties Trust (the Registrant) held its Annual Meeting of Shareholders. At such meeting, the shareholders voted on proposals relating to:

- the election of ten trustees, each for a one-year term;
- approval, on a non-binding, advisory basis, of the compensation of the Registrant's named executive officers as disclosed in its proxy statement filed on March 30, 2011;
- approval, on a non-binding, advisory basis, of how frequently the Registrant will submit non-binding, advisory votes on executive compensation to its shareholders in the future; 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 For | Shares Withheld | Shares Abstain | Broker Non-Votes |
|---------------------|------------|-----------------|----------------|------------------|
| Jay H. Shidler | 55,954,369 | 285,072 | | 3,632,011 |
| Clay W. Hamlin, III | 55,294,882 | 944,559 | | 3,632,011 |
| Thomas F. Brady | 55,410,958 | 828,483 | | 3,632,011 |
| Robert L. Denton | 55,958,965 | 280,476 | | 3,632,011 |
| Randall M. Griffin | 56,016,257 | 223,184 | | 3,632,011 |
| Elizabeth A. Hight | 56,198,193 | 41,248 | | 3,632,011 |
| David M. Jacobstein | 56,185,141 | 54,300 | | 3,632,011 |
| Steven D. Kesler | 56,028,223 | 211,218 | | 3,632,011 |
| Richard Szafranski | 55,430,730 | 808,711 | | 3,632,011 |
| Kenneth D. Wethe | 56,010,465 | 228,976 | | 3,632,011 |

| | For | Votes Cast Against | Abstain | Broker Non-Votes |
|---|------------|--------------------|---------|------------------|
| Proposal 2: Approval, on a Non-Binding, Advisory Basis, of Named Executive Officer Compensation | 54,109,046 | 2,015,459 | 114,936 | 3,632,011 |

| | Every Year | Votes Cast Every Two Years | Every Three Years | Abstain | Broker Non-Votes |
|--|------------|----------------------------|-------------------|---------|------------------|
| Proposal 3: Vote, on a Non-Binding, Advisory Basis, on Frequency of Future | 50,249,909 | 122,917 | 5,832,996 | 33,619 | 3,632,011 |

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Votes on Named Executive Officer
Compensation

| | For | Votes Cast | Against | Abstain | Broker Non-Votes |
|--|------------|-------------------|----------------|----------------|-----------------------------|
| Proposal 4: Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm for the Current Fiscal Year | 59,500,965 | | 353,228 | 17,259 | N/A |

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 17, 2011

CORPORATE OFFICE PROPERTIES TRUST

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