

CommonWealth REIT  
Form 8-A12B  
July 25, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**

**PURSUANT TO SECTION 12(b) OR 12(g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**COMMONWEALTH REIT**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State of Incorporation or Organization)

**04-6558834**

(IRS Employer Identification No.)

**Two Newton Place, 255 Washington Street, Suite 300, Newton, MA**

(Address of Principal Executive Offices)

**02458-1634**

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered**  
5.75% Senior Notes due 2042

**Name of Each Exchange on Which  
Each Class is to be Registered**  
New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

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**None**

(Title of Class)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box:

Securities Act registration statement file number to which this form relates: 333-182159 (If applicable)

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the 5.75% Senior Notes due 2042 (the Notes) of Commonwealth REIT (the Registrant) is contained in the Prospectus dated June 15, 2012 (File No. 333-182159), under the caption Description of Debt Securities on pages 7 through 19 thereof, as supplemented by the Prospectus Supplement dated July 20, 2012, under the caption Description of the Notes on pages S-5 through S-9 thereof, filed with the Securities and Exchange Commission pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended. Such Prospectus, as so supplemented, is incorporated herein by reference.

**Item 2. Exhibits.**

Exhibit Number	Description of Exhibit
4.1	Indenture, dated as of June 9, 1997, between the Registrant and U.S. Bank National Association (as successor trustee to State Street Bank and Trust Company). (Incorporated by reference to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1997.)
4.2	Supplemental Indenture No. 21, dated as of July 25, 2012, between the Registrant and U.S. Bank National Association relating to the Registrant's 5.75% Senior Notes due 2042, including the form thereof. (Filed herewith.)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**COMMONWEALTH REIT**

Date: July 25, 2012

By:

/s/ John C. Popeo  
John C. Popeo  
Treasurer and Chief Financial Officer