

CORPORATE OFFICE PROPERTIES TRUST
Form SC 13G
February 13, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

Corporate Office Properties Trust
(Name of Issuer)

Common Stock
(Title of Class of Securities)

22002T108
(CUSIP Number)

December 31, 2012
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 22002T108

13G

Page 2 of 13 Pages

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sumitomo Mitsui Trust Holdings, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) o

(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

5.

SOLE VOTING POWER

2,343,833

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6.

SHARED VOTING POWER

- 0 -

7.

SOLE DISPOSITIVE POWER

44,959(1)

8.

SHARED DISPOSITIVE POWER

- 0 -

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,343,833

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.90%(2)

12. TYPE OF REPORTING PERSON (See Instructions)

FI

(1) The Reporting Person does not have dispositive power over the remaining 2,298,874 shares that it beneficially owns.

(2) Based on an aggregate number of common shares of beneficial interest outstanding of 80,793,776 as of October 18, 2012, as reported by the Issuer in its quarterly report for the period ended September 30, 2012 filed on Form 10-Q on October 26, 2012.

CUSIP No. 22002T108

13G

Page 3 of 13 Pages

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sumitomo Mitsui Trust Bank, Limited

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) o

(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

5.

SOLE VOTING POWER

9,650

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6.

SHARED VOTING POWER

- 0 -

7.

SOLE DISPOSITIVE POWER

9,650

8.

SHARED DISPOSITIVE POWER

- 0 -

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,650

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%(1)

12. TYPE OF REPORTING PERSON (See Instructions)

FI

(1) Based on an aggregate number of common shares of beneficial interest outstanding of 80,793,776 as of October 18, 2012, as reported by the Issuer in its quarterly report for the period ended September 30, 2012 filed on Form 10-Q on October 26, 2012.

CUSIP No. 22002T108

13G

Page 4 of 13 Pages

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sumitomo Mitsui Trust Asset Management Co., Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) o

(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

5.

SOLE VOTING POWER

19,482

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6.

SHARED VOTING POWER

- 0 -

7.

SOLE DISPOSITIVE POWER

19,482

8.

SHARED DISPOSITIVE POWER

- 0 -

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,482

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%(1)

12. TYPE OF REPORTING PERSON (See Instructions)

FI

(1) Based on an aggregate number of common shares of beneficial interest outstanding of 80,793,776 as of October 18, 2012, as reported by the Issuer in its quarterly report for the period ended September 30, 2012 filed on Form 10-Q on October 26, 2012.

CUSIP No. 22002T108

13G

Page 5 of 13 Pages

1. NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Nikko Asset Management Co., Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) o

(b) o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Japan

5.

SOLE VOTING POWER

2,314,701

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6.

SHARED VOTING POWER

- 0 -

7.

SOLE DISPOSITIVE POWER

15,827(1)

8.

SHARED DISPOSITIVE POWER

- 0 -

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,314,701

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)

o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.86%(2)

12. TYPE OF REPORTING PERSON (See Instructions)

FI

(1) The Reporting Person does not have dispositive power over the remaining 2,298,874 shares that it beneficially owns.

(2) Based on an aggregate number of common shares of beneficial interest outstanding of 80,793,776 as of October 18, 2012, as reported by the Issuer in its quarterly report for the period ended September 30, 2012 filed on Form 10-Q on October 26, 2012.

CUSIP No. 22002T108

13G

Page 6 of 13 Pages

Item 1(a). Name of Issuer

Corporate Office Properties Trust

Item 1(b). Address of Issuer's Principal Executive Offices

6711 Columbia Gateway Drive
Suite 300
Columbia, MD 21046
United States

Item 2(a). Name of Persons Filing

Sumitomo Mitsui Trust Holdings, Inc. ("SMTH")

Sumitomo Mitsui Trust Bank, Limited ("SMTB")

Sumitomo Mitsui Trust Asset Management Co., Ltd. ("SMTAM")

Nikko Asset Management Co., Ltd. ("Nikko")

Item 2(b). Address of Principal Business Office or, If None, Residence

SMTH:

1-4 Marunouchi 1-chome
Chiyoda-ku
Tokyo 100-8233
Japan

SMTB:

1-4 Marunouchi 1-chome
Chiyoda-ku
Tokyo 100-8233
Japan

SMTAM:

33-1 Shiba 3-chome
Minato-ku
Tokyo 105-8574
Japan

Nikko:

7-1 Akasaka 9-chome
Minato-ku
Tokyo 107-6242
Japan

Item 2(c). Citizenship

Japan

Item 2(d). Title of Class of Securities

Common Stock

CUSIP No. 22002T108

13G

Page 7 of 13 Pages

Item 2(e). CUSIP No.

22002T108

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
SMTH:

- (a) ☐ Broker or dealer registered under section 15 of the Act.
- (b) ☐ Bank as defined in section 3(a)(6) of the Act.
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act.
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) ☐ An investment adviser registered under Section 203 of the Investment Advisers Act of 1940 or under the laws of any state;
- (f) ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j) ☐ A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:
Parent holding company.

SMTB:

- (a) ☐ Broker or dealer registered under section 15 of the Act.
- (b) ☐ Bank as defined in section 3(a)(6) of the Act.
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act.
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940.
- (e) ☐

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o An investment adviser registered under Section 203 of the Investment Advisers Act of 1940 or under the laws of any state;

- (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
 - (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
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CUSIP No. 22002T108

13G

Page 8 of 13 Pages

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;

(j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:
Bank.

SMTAM:

(a) o Broker or dealer registered under section 15 of the Act.

(b) o Bank as defined in section 3(a)(6) of the Act.

(c) o Insurance company as defined in section 3(a)(19) of the Act.

(d) o Investment company registered under section 8 of the Investment Company Act of 1940.

(e) o An investment adviser registered under Section 203 of the Investment Advisers Act of 1940 or under the laws of any state;

(f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;

(j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:
Investment adviser.

Nikko:

(a) o Broker or dealer registered under section 15 of the Act.

(b) o Bank as defined in section 3(a)(6) of the Act.

(c) o Insurance company as defined in section 3(a)(19) of the Act.

- (d) o Investment company registered under section 8 of the Investment Company Act of 1940.
 - (e) o An investment adviser registered under Section 203 of the Investment Advisers Act of 1940 or under the laws of any state;
 - (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
 - (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
-

CUSIP No. 22002T108

13G

Page 9 of 13 Pages

(h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;

(j) A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);

(k) o Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:
Investment adviser.

Item 4. Ownership

SMTH:

(a) Amount beneficially owned:	2,343,833
(b) Percent of class:	2.9%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	2,343,833
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	44,959*
(iv) Shared power to dispose or to direct the disposition of:	0

* The Reporting Person does not have dispositive power over the remaining 2,298,874 shares that it beneficially owns.

SMTB:

(a) Amount beneficially owned:	9,650
(b) Percent of class:	Less than 0.1%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	9,650
(ii) Shared power to vote or to direct the vote:	0

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(iii) Sole power to dispose or to direct the disposition of: 9,650

(iv) Shared power to dispose or to direct the disposition of: 0

SMTAM:

(a) Amount beneficially owned: 19,482

(b) Percent of class: Less than
0.1%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 19,482

CUSIP No. 22002T108

13G

Page 10 of 13 Pages

(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	19,482
(iv) Shared power to dispose or to direct the disposition of:	0

Nikko:

(a) Amount beneficially owned:	2,314,701
(b) Percent of class:	2.86%
(c) Number of shares as to which the person has:	
(i) Sole power to vote or to direct the vote:	2,314,701
(ii) Shared power to vote or to direct the vote:	0
(iii) Sole power to dispose or to direct the disposition of:	15,827*
(iv) Shared power to dispose or to direct the disposition of:	0

*The Reporting Person does not have dispositive power over the remaining 2,298,874 shares that it beneficially owns.

Item 5. Ownership of 5 Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More Than 5 Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

As of December 31, 2012, SMTH beneficially owns 2,343,833 shares of the Issuer indirectly through its subsidiaries as follows:

(a)	SMTB – 9,650
(b)	SMTAM – 19,482
(c)	Nikko – 2,314,701

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below the filers certify that, to the best of their knowledge and belief, (i) the securities referred to above were acquired and are held in the ordinary course of business and were not acquired

CUSIP No. 22002T108

13G

Page 11 of 13 Pages

and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, and (ii) the foreign regulatory schemes applicable to parent holding companies, banks and investment advisers, respectively, are substantially comparable to the regulatory schemes applicable to the functionally equivalent U.S. institutions. The filers also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

CUSIP No. 22002T108

13G

Page 12 of 13 Pages

SIGNATURE

SMTH:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2013

Sumitomo Mitsui Trust Holdings, Inc.

By: /s/ Yoshinori Tomiyama
Name: Yoshinori Tomiyama
Title: Senior Manger of Risk
Management Dept.

SMTB:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2013

Sumitomo Mitsui Trust Bank, Limited

By: /s/ Makoto Takamura
Name: Makoto Takamura
Title: Head of Planning Team of
Securities Trust Business
Planning Dept.

CUSIP No. 22002T108

13G

Page 13 of 13 Pages

SMTAM:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 8, 2013

Sumitomo Mitsui Trust Asset Management Co., Ltd.

By: /s/ Akihiko Koda
Name: Akihiko Koda
Title: General Manager of Risk
Management Dept.

Nikko:

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2013

Nikko Asset Management Co., Ltd.

By: /s/ Kenji Nishiyama
Name: Kenji Nishiyama
Title: Chief Compliance Officer
