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CARRAMERICA REALTY CORP

Form 8-K

November 25, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): November 20, 2002

CarrAmerica Realty Corporation
(Exact name of registrant as specified in its charter)

Maryland	1-11706	52-1796339
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

CarrAmerica Realty, L.P.
(Exact name of registrant as specified in its charter)

Delaware	000-22741	52-1976308
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

1850 K Street, NW, Suite 500 Washington, DC	20006
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:
(202) 729-7500

Not applicable
(Former name or former address, if changed since last report)

Item 5. Other Events

On November 20, 2002, CarrAmerica Realty Corporation (the "Company") and CarrAmerica Realty, L.P. (the "Partnership") entered into a Terms Agreement with Banc of America Securities LLC, J.P. Morgan Securities Inc., Goldman, Sachs & Co., Wachovia Securities, Inc., Commerzbank Capital Markets Corp., Legg Mason Wood Walker, Incorporated, PNC Capital Markets, Inc., U.S. Bancorp Piper Jaffray Inc., and Wells Fargo Brokerage Services, LLC, which incorporates by reference that certain Underwriting Agreement, dated January 8, 2002, by and between the Company and J.P. Morgan Securities Inc., in its entirety, in connection with a proposed public offering of \$175,000,000 of its 5.25% Senior Notes due 2007, which are guaranteed as to payment of principal, premium, if any, and interest

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by the Partnership. The notes mature on November 30, 2007, with interest payable semiannually on May 30 and November 30 of each year outstanding beginning May 30, 2003. The Company may redeem the notes at any time. The closing of the offering is expected to occur on November 25, 2002. Copies of the Underwriting Agreement and the Terms Agreement are filed as exhibits to this report.

Item 7. Exhibits

The following exhibits are filed as part of this report:

- 1.1* Underwriting Agreement, dated as of January 8, 2002, by and between CarrAmerica Realty Corporation and J.P. Morgan Securities Inc.
- 1.2 Terms Agreement, dated as of November 20, 2002, by and among CarrAmerica Realty Corporation, CarrAmerica Realty, L.P., Banc of America Securities LLC, J.P. Morgan Securities Inc., Goldman, Sachs & Co., Wachovia Securities, Inc., Commerzbank Capital Markets Corp., Legg Mason Wood Walker, Incorporated, PNC Capital Markets, Inc., U.S. Bancorp Piper Jaffray Inc. and Wells Fargo Brokerage Services, LLC
- 4.1* Indenture, dated as of January 11, 2002, by and among CarrAmerica Realty Corporation, CarrAmerica Realty, L.P., as Guarantor, and U.S. National Association, as Trustee
- 4.2 Form of 5.25% Senior Note Due 2007
- 4.3 Guarantee by CarrAmerica Realty, L.P. dated as of November 25, 2002
- 5.1 Opinion of Hogan & Hartson L.L.P. regarding legality of securities
- 12.1** Statement re: Computation of Ratios
- 23.1 Consent of Hogan & Hartson L.L.P. to the filing of Exhibit 5.1 herewith (included in its opinion filed as Exhibit 5.1)

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- 25.1* Statement of Eligibility of Trustee on Form T-1

* Incorporated by reference to the Company's and the Partnership's Current Report on Form 8-K, dated January 8, 2002, and filed on January 11, 2002.

** Incorporated by reference to the Company's and the Partnership's Current Report on Form 8-K, dated November 15, 2002, and filed on November 20, 2002.

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SIGNATURE

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.

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CarrAmerica Realty Corporation

Date: November 25, 2002

By: /s/ Thomas A. Carr

Name: Thomas A. Carr
Title: Chief Executive Officer

SIGNATURE

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.

CarrAmerica Realty, L.P.

Date: November 25, 2002

By: CarrAmerica Realty GP Holdings, Inc.
General Partner

By: /s/ Thomas A. Carr

Name: Thomas A. Carr
Title: Chief Executive Officer

EXHIBIT INDEX

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