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CARRAMERICA REALTY CORP  
Form 8-K  
December 21, 2001

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): December 19, 2001

CARRAMERICA REALTY CORPORATION  
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation)	1-11706 (Commission File Number)	52-1796339 (IRS Employer Identification Number)
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1850 K Street, NW, Suite 500 Washington, DC (Address of principal executive offices)	20006 (Zip Code)
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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 December 19, 2001, Security Capital Group Incorporated ("Security Capital") consummated the public offering of 19,403,417 shares of the common stock of CarrAmerica Realty Corporation (the "Company"). The shares were offered to the public at \$28.37 per share. Immediately prior to the consummation of the offering, Security Capital owned approximately 37.4% of the outstanding common stock of the Company. Security Capital now no longer owns any shares of the Company's common stock.

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In light of the fact that Security Capital no longer has an ownership interest in the Company, in connection with the closing of the offering, Messrs. William D. Sanders and C. Ronald Blankenship and Ms. Caroline S. McBride, each a Security Capital designee to the Company's nine-member board of directors, resigned as members of the Company's board.

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 CORPORATION

Date: December 20, 2001

By: /s/ Linda A. Madrid

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Linda A. Madrid,  
Managing Director, General  
Counsel and Corporate Secretary