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PRENTISS PROPERTIES TRUST/MD

Form 8-K

August 14, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Filed pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: (Date of earliest event reported) August 14, 2002

PRENTISS PROPERTIES TRUST

(Exact Name of Registrant as Specified in its Charter)

MARYLAND	1-14516	75-2661588
(State or Other Jurisdiction of Incorporation)	Commission file number)	(I.R.S. Employer Identification Number)

3890 W. Northwest Hwy., Suite 400, Dallas, Texas 75220
(Address of Principal Executive Offices)

(214) 654-0886
(Registrant's Telephone Number, Including Area Code)

N/A
(Former Name or Former Address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

EXHIBIT NUMBER -----	EXHIBIT TITLE -----
99.1	Transmittal Letter
99.2	Certification of Chief Executive Officer
99.3	Certification of Chief Financial Officer

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ITEM 9. REGULATION FD DISCLOSURE

On August 14, 2002, Prentiss Properties Trust (the "Company") filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 with the Securities and Exchange Commission. Accompanying the Quarterly Report as correspondence were the transmittal letter and certifications of the Company's Chief Executive Officer, Thomas F. August, and Chief Financial Officer, Michael A. Ernst, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to be codified at 18 U.S.C. Section 1350, attached as exhibits hereto.

The transmittal letter and certifications attached as exhibits hereto are being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and are not being filed as part of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 or as a separate disclosure document. The information included in this Current Report on Form 8-K (including the exhibits hereto) is furnished pursuant to Item 9 and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. This Current Report (including the exhibits hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PRENTISS PROPERTIES TRUST
By: /s/ Gregory S. Imhoff

August 14, 2002

Gregory S. Imhoff
Senior Vice President and Secretary

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EXHIBIT INDEX

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