

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Prescott Thomas R.</u> (Last) (First) (Middle) 11695 JOHNS CREEK PARKWAY STE 350 (Street) JOHNS CREEK GA 30097 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Piedmont Office Realty Trust, Inc. [PDM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP-Midwest Region</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/24/2016		A		7,533 ⁽¹⁾⁽²⁾	A	\$0	18,595	D	
Common Stock	05/24/2016		F		469 ⁽³⁾	D	\$19.91	18,126	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Mr. Prescott was awarded 8,036 shares on May 24, 2016. Of the award, 25% vests on the day of the grant (2,009 shares), and the remaining award (6,027 shares) vests ratably on the anniversary date of the award over the following three years.
- Mr. Prescott elected to defer 25% of the award that vested immediately on May 24, 2016 (equivalent of 503 shares) into the Piedmont Office Realty Trust, Inc. (the "Issuer") Executive NonQualified Deferred Compensation Plan ("NQDCP") (approved by the Board of Directors of the Issuer on December 5, 2013). A cash contribution approximating the dollar value of the amount to be deferred will be covered by a Rabbi Trust established by the Issuer. Under the terms of the NQDCP, the dollar amount of the deferral is credited to the Rabbi Trust instead of crediting shares to the participant's share account. The investments of the Rabbi Trust will be substantially the same as the investments selected under the Issuer's 401(k) plan, including various mutual funds, but will not include ownership of Issuer common stock. Payouts under the NQDCP will be made only in cash.
- In connection with the vesting of 1,506 shares on May 24, 2016, representing shares vested net of deferral into the NQDCP, 469 shares were forfeited by the employee and delivered to the Company to satisfy tax withholding obligations.

Remarks:

/s/ Laura P. Moon as Attorney-in-Fact for Thomas R. Prescott 05/26/2016

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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