

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>05/24/2017</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	05/24/2017		D		502 ⁽¹⁾⁽²⁾	D	\$21.59	23,059	D	
Common Stock	05/24/2017		F		469 ⁽³⁾	D	\$21.59	22,590	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		(A)	(D)					

Explanation of Responses:

- Mr. Prescott was awarded 8,036 shares on May 24, 2016. Of the award, 25% vested on the day of the grant (2,009 shares), of which 503 shares were deferred directly 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), and 1,506 shares vested into Mr. Prescott's stock account. The remaining award (6,027 shares) vests ratably on the anniversary date of the award over the following three years.
- On May 24, 2017, 2,009 shares of the award mentioned above vested. Mr. Prescott again elected to defer 25% of the award (equivalent of 502 shares) into the NQDCP. A cash contribution equal to the dollar value of the 502 shares to be deferred (price determined in accordance with the NQDCP as the closing stock price on the date of the deferral) was credited to a Rabbi Trust established by the Issuer. The investments of the Rabbi Trust are substantially the same as the investments selected under the Issuer's 401(k) plan, including various mutual funds, but does not include ownership of Issuer common stock. Payouts under the NQDCP will be made only in cash.
- In connection with the vesting of 1,507 shares on May 24, 2017, (2,009 shares of the vesting of the award less the 502 shares converted to cash and deferred 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 05/26/2017

** 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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