

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Prescott Thomas R.</u>  (Last) (First) (Middle) 5565 GLENRIDGE CONNECTOR STE. 450  (Street) ATLANTA GA 30342  (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>05/18/2018</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	05/18/2018		D		454 <sup>(1)</sup>	D	\$17.93	34,002	D	
Common Stock	05/18/2018		F		400 <sup>(2)</sup>	D	\$17.93	33,602	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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Of the 1,817 shares that vested on May 18, 2018, representing 25% of an initial award granted on May 18, 2017, Mr. Prescott elected to defer 25% of the award (equivalent of 454 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 1,363 shares of deferred stock on May 18, 2018, representing shares vested net of deferral into the NQDCP mentioned above, 400 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 05/22/2018

\*\* 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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