SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Schedule 14D-9

(Rule 14d-101)

SOLICITATION/RECOMMENDATION STATEMENT
PURSUANT TO SECTION 14(d)(4) OF THE
SECURITIES EXCHANGE ACT OF 1934

PIEDMONT OFFICE REALTY TRUST, INC.

(Name of Subject Company)

PIEDMONT OFFICE REALTY TRUST, INC.

(Name of Person Filing Statement)

Class A Common Stock, Par Value $0.01 Per Share
Class B-1 Common Stock, Par Value $0.01 Per Share
Class B-2 Common Stock, Par Value $0.01 Per Share
Class B-3 Common Stock, Par Value $0.01 Per Share
(Title of Class of Securities)

720190 206
720190 305
720190 404
720190 503
(CUSIP Number of Class of Securities)

Donald A. Miller, CFA
Chief Executive Officer
Piedmont Office Realty Trust, Inc.
11695 Johns Creek Parkway, Suite 350
Johns Creek, Georgia 30097
(770) 418-8800
(Name, Address and Telephone Number of Person Authorized to Receive Notice and Communications on Behalf of the Person Filing Statement)

Copies to:

John J. Kelley III
King & Spalding LLP
1180 Peachtree Street, N.E.
Atlanta, GA 30309-3521
(404) 572-4600

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

INTRODUCTION

This Solicitation/Recommendation Statement on Schedule 14D-9 (the "Schedule 14D-9") relates to an offer (the "Offer") by MPF DeWaay Fund 8, LLC; MPF BADGER ACQUISITION CO., LLC; LAPIS OPPORTUNITIES FUND II, LP; RED INVESTMENTS, LP; MPF DEWAAY PREMIER FUND 4, LLC; MPF FLAGSHIP FUND 9, LLC; MPF SPECIAL FUND 9, LLC; MPF FLAGSHIP FUND 12, LLC; SCM Special Fund 2, LP and MacKenzie Patterson Fuller, LP (collectively, "MPF") to purchase up to 500,000 shares (the "Shares") of the outstanding shares of Class A, Class B-1, Class B-2 and Class B-3 common stock, each par value $0.01 per share (collectively, the "Common Stock"), of Piedmont Office Realty Trust, Inc., a Maryland corporation (the "Company"), at a price of $10 per Share, less the amount of any dividends declared or made with respect to the Shares between February 8, 2010 and March 9, 2010 or such other date to which the Offer may be extended (the "Offer Price"). **As discussed below, the Board of Directors unanimously recommends that the Company's stockholders reject the Offer and not tender Shares for purchase pursuant to the Offer.**

Item 1. Subject Company Information

The Company's name and the address and telephone number of its principal executive offices are as follows:

Piedmont Office Realty Trust, Inc.
11695 Johns Creek Parkway, Suite 350
Johns Creek, Georgia 30097
(770) 418-8800.

The title of the class of equity securities to which this Schedule 14D-9 relates is the Company's Class A Common Stock, Class B-1 Common Stock, Class B-2 Common Stock and Class B-3 Common Stock of which there were 51,679,332, 39,679,332, 39,679,332 and 39,679,332 shares outstanding as of February 16, 2010, respectively. The Classes B-1, B-2 and B-3 common stock are referred to collectively herein as the "Class B common stock."

Item 2. Identity and Background of Filing Person

The Company is the person filing this Schedule 14D-9. The Company's name, address and business telephone number are set forth in Item 1 above, which information is incorporated herein by reference.

This Schedule 14D-9 relates to the tender offer by MPF pursuant to which MPF has offered to purchase, subject to certain terms and conditions, up to 500,000 outstanding Shares of Common Stock at a cash purchase price of $10 per share, less the amount of any dividends declared or made with respect to the Shares between February 8, 2010 and March 9, 2010 or such other date to which the Offer is extended. The Offer is on the terms and subject to the conditions described in the Tender Offer Statement on Schedule TO filed by MPF with the Securities and Exchange Commission (the "SEC") on February 8, 2010 (together with the exhibits thereto, the "Schedule TO"). Unless the Offer is extended, it will expire on March 9, 2010. The value of the consideration offered, together with all of the terms and conditions applicable to the tender offer, is referred to in this Schedule 14D-9 as the "Offer."

According to MPF's Schedule TO, the business address and telephone number of MPF is 1640 School Street, Moraga, California 94556, (925) 631-9100.

Item 3. Past Contacts, Transactions, Negotiations and Agreements

To the knowledge of the Company, as of the date of this Schedule 14D-9, there are no material agreements, arrangements or understandings or any actual or potential conflicts of interest (i) between the Company or its affiliates and MPF and its executive officers, directors or affiliates or (ii) between the Company or its affiliates and the executive officers, directors or affiliates of the Company, except for agreements, arrangements or understandings and actual or potential conflicts of interest discussed in the sections entitled "Executive Compensation," "Certain Relationships and Related Transactions" and "Stock Ownership" in the Definitive Proxy Statement on Schedule 14A dated July 20, 2009 and incorporated herein by reference. The Definitive Proxy Statement on Schedule 14A was previously delivered to all stockholders and is available for free on the SEC's Web site at www.sec.gov.

Item 4. The Solicitation or Recommendation

(a) Solicitation or Recommendation.

The Board of Directors thoroughly evaluated and assessed the terms of the Offer together with its outside advisors. The Board of Directors has unanimously determined that the Offer is not in the best interests of the stockholders of the Company and recommends that the Company's stockholders reject the Offer and not tender their Shares to MPF pursuant to the Offer.

Accordingly, the Board of Directors unanimously recommends that the Company's stockholders reject the Offer and not tender Shares for purchase pursuant to the Offer.

The Board of Directors acknowledges that each stockholder must evaluate whether to tender its shares to MPF pursuant to the Offer and that an individual stockholder may determine to tender based on, among other things, its individual liquidity needs.

(b) Background.

MPF commenced the Offer on February 8, 2010 at a price of $10 per share, less the amount of any dividends declared or made with respect to the Shares between February 8, 2010 and March 9, 2010 or such other date to which the Offer is extended. MPF included the following disclosure in its Schedule TO filed November 16, 2009: "The Purchasers are making the Offer for investment purposes and with the intention of making a profit from the ownership of the Shares. In establishing the purchase price of $10 per Share, the Purchasers are motivated to establish the lowest price which might be acceptable to Shareholders consistent with the Purchasers' objectives."

The Board of Directors believes that the Offer is an opportunistic attempt to deprive the Company's stockholders who tender shares in the Offer of the potential opportunity to realize the full long-term value of their investment in the Company.

(c) Reasons for the Recommendation.

In reaching the conclusions and in making the recommendation described above, the Board of Directors (1) consulted with the Company's management, as well as the Company's outside advisors; (2) reviewed the terms and conditions of the Offer; (3) considered other information relating to the Company's historical financial performance, portfolio of properties and future opportunities; and (4) evaluated various relevant and material factors in light of the Board of Director's knowledge of the Company's business, financial condition, portfolio of properties and future prospects.

The reasons for the Board of Director's recommendation include, without limitation:

- the fact that the Board of Directors believes that, based in part on the $17.00 per share closing price of the Company's Class A common stock on the New York Stock Exchange (the "NYSE") on February 22, 2010, the value of each share of the Company's Common Stock is significantly in excess of the $10 per share Offer Price;
- the Board of Director's belief that, given the timing of the Offer and the Offer Price, the Offer represents an opportunistic attempt to purchase at a price that is significantly less than the Company's current stock price and, as a result, deprive the Company's stockholders who tender shares in the Offer of the potential opportunity to realize the full long-term value of their investment in the Company; however, there can be no assurance as to the actual long term value of the Company's shares as such value is dependent on a number of factors including general economic conditions and the other factors discussed in Item 8 "Additional Information";
- the Board of Director's belief that the Offer may be confusing to stockholders because the Offer Price of $10 per share may appear to stockholders to be an offer at their initial per share investment in the Company of $10 per share when *in fact* the Offer Price is far lower than the initial investment price on a post-recapitalization basis;

- the Board of Director's significant knowledge of the strength of the Company's assets;
- extensive discussions with Morgan Stanley & Co. Incorporated and J.P. Morgan Securities Inc., solely in their capacities as underwriters to the Company in connection with the Company's recent listing and public offering, and with Robert A. Stanger & Co., one of the Company's financial advisors, regarding the current status of financial markets both in the U.S. and abroad; and
- the fact that MPF will reduce the Offer Price by ordinary dividends paid by the Company and stockholders who tender shares in the Offer will not receive the first quarter 2010 dividend declared by the Board of Directors.

In view of the number of reasons and complexity of these matters, the Board of Directors did not find it practicable to, nor did it attempt to, quantify, rank or otherwise assign relative weight to the specific reasons considered.

In light of the reasons considered above, the Board of Directors has unanimously determined that the Offer is not in the best interests of the Company's stockholders. **Accordingly, the Board of Directors unanimously recommends that the stockholders reject the Offer and not tender their Shares to MPF for purchase pursuant to the Offer.** The Board of Directors acknowledges that each stockholder must evaluate whether to tender its shares to MPF pursuant to the Offer and that an individual stockholder may determine to tender based on, among other things, its individual liquidity needs.

(d) Intent to Tender.

As of February 16, 2010, our directors and executive officers as a group beneficially owned an aggregate of 267,957 shares of Common Stock, representing 0.16% of the total number of outstanding shares of Common Stock. Our directors and executive officers are entitled to participate in the Offer on the same basis as other stockholders; however, all of our directors and executive officers have advised us that they do not intend to tender any of their shares in the Offer (including shares they are deemed to beneficially own). To the best knowledge of the Company, none of the Company's subsidiaries or other affiliates currently intends to tender shares held of record or beneficially by such person for purchase pursuant to the Offer.

Item 5. Person/Assets Retained, Employed, Compensated or Used

Not applicable.

Item 6. Interest in Securities of the Subject Company

Except as described below, during the past 60 days, no transactions with respect to the Common Stock have been effected by the Company or, to the Company's best knowledge, by any of its executive officers, directors, affiliates or subsidiaries. On January 22, 2010, the Company effected the recapitalization of its outstanding common stock. Each share of the Company's outstanding common stock was converted into 1/12th of a share each of Class A, Class B-1, Class B-2 and Class B-3 common stock, with cash paid in lieu of fractional shares. Each stockholder of the Company, including directors and executive officers, had all of his or her shares converted in this manner. On February 16, 2010, the Company closed the underwritten public offering of 12,000,000 shares of its Class A common stock at a price to the public of $14.50 per share. On February 16, 2010, the following directors and officers of the Company purchased shares of Class A common stock in the Company's public offering, at the price to the public of $14.50 per share:

Name	Number of Shares of Common Stock
Donald A. Miller, CFA	15,000*
Michael R. Buchanan	8,000
Wesley E. Cantrell	8,000
W. Wayne Woody	5,000
Frank C. McDowell	4,000
William H. Keogler, Jr.	3,500
Raymond L. Owens	2,000
Carroll A. Reddic, IV	1,000
Robert E. Bowers	200

* 100 of Mr. Miller's shares were purchased at a price of $14.75.

Item 7. Purposes of the Transaction and Plans or Proposals

The Company has not undertaken and is not engaged in any negotiations in response to the Offer which relate to: (i) a tender offer or other acquisition of the Company's securities by the Company, any of its subsidiaries or any other person; (ii) an extraordinary transaction, such as a merger, reorganization or liquidation involving the Company or any of its subsidiaries; (iii) a purchase, sale or transfer of a material amount of assets of the Company or any of its subsidiaries; or (iv) any material change in the present dividend rate or policy, or indebtedness or capitalization of the Company. Additionally, there is no transaction, board resolution, agreement in principle, or signed contract in response to the Offer which relates to or would result in one or more of the foregoing matters.

Item 8. Additional Information

Certain statements contained in this Schedule 14D-9 other than historical facts may be considered forward-looking statements. Such statements are subject to certain risks and uncertainties, as well as known and unknown risks, which could cause actual results to differ materially from those projected or anticipated. Therefore, such statements are not intended to be a guarantee of the Company's performance in future periods. Such forward-looking statements can generally be identified by the Company's use of forward-looking terminology such as "may," "will," "expect," "intend," "anticipate," "estimate," "believe," "continue" or other similar words. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date this Schedule 14D-9 is filed with the SEC. The Company makes no representation or warranty (express or implied) about the accuracy of any such forward-looking statements contained in this Schedule 14D-9, and the Company does not intend to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Any such forward-looking statements are subject to unknown risks, uncertainties and other factors and are based on a number of assumptions involving judgments with respect to, among other things, future economic, competitive and market conditions, all of which are difficult or impossible to predict accurately. To the extent that the Company's assumptions differ from actual results, the Company's ability to meet such forward-looking statements, including the Company's ability to generate positive cash flow from operations, provide dividends to stockholders and maintain the value of the Company's real estate properties, may be significantly hindered. Some of the risks and uncertainties, although not all risks and uncertainties, which could cause actual results to differ materially from those presented in certain forward-looking statements are as follows:

- Conditions in the credit and financial markets, availability of financing, interest rates, and other factors, all of which are beyond the Company's control, affect the real estate market and the value of the Company's assets, which consequently affects the value of your investment in the Company;

- The market for the shares of Common Stock, including the market for the shares of Class A common stock on the NYSE, may be volatile, and there is no guarantee that the future trading price of the Common Stock will remain in excess of the Offer Price;
- As shares of the Company's Class B common stock are currently not listed on a national exchange, there is no established public trading market for shares of the Class B common stock. Such shares of Class B common stock will not convert into shares of our Class A common stock (which is listed on the NYSE) until August 9, 2010 (with respect to 1/3 of the Class B common stock), November 7, 2010 (with respect to 1/3 of the Class B common stock) and January 30, 2011 (with respect to the balance of the Class B common stock). In addition, the Company has terminated its share redemption program. Consequently, there is the risk that you may not be able to sell the Company's Class B common stock at a time or price acceptable to you;
- The Company depends on tenants for its revenue, and accordingly, lease terminations and/or tenant defaults, particularly by one of the Company's large, lead tenants, could adversely affect the income produced by the Company's properties, which may harm the Company's operating performance;
- The impact of competition on the Company's efforts to renew existing leases or re-let space on terms similar to existing leases;
- The Company may expend significant capital in our efforts to re-let space following lease expirations or terminations, which may adversely affect the Company's operating results;
- Changes in the economies and other conditions of the office market in general and of the specific markets in which we operate, particularly in Chicago, Washington, D.C., and the New York metropolitan area;
- The Company's growth will partially depend upon future acquisitions of properties, and the Company may not be successful in identifying and consummating suitable acquisitions that meet the Company's investment criteria, which may impede the Company's growth and negatively affect the Company's results of operations;
- If the Company uses significant cash balances and debt capacity to repurchase shares of the Company's common stock, the Company would have a reduced capacity to acquire additional properties, which could impede the Company's growth;
- The Company's cash flows from operations depend significantly on market rents and the ability of its tenants to make rental payments. A general economic downturn, such as the one currently occurring, or a downturn in one of the Company's core markets, could adversely influence the Company's lease renewals and market rent rates that would in turn negatively impact the Company's operating cash flows. In the event the economy continues to deteriorate or capital expenditure requirements necessary to maintain the Company's properties increase, the Company may choose to lower the dividend rather than put pressure on its investment grade credit rating or accumulate significant borrowings to meet a dividend level higher than operating cash flow would support;
- The Company's funds generated from future operations may not be sufficient to cover desired levels of distributions to the Company's stockholders, and the Company's distributions may change from the levels the Company has historically paid;

- Failure to qualify as a REIT would reduce the Company's net income and cash available for distributions. Even if the Company qualifies as a REIT, the Company may incur certain tax liabilities that would reduce the Company's cash flow and impair the Company's ability to make distributions or to meet the annual distribution requirement for REITs;
- The Company depends on key personnel, including, but not limited to, Donald A. Miller, Robert E. Bowers, Laura P. Moon, Raymond L. Owens and Carroll A. Reddic, each of whom would be difficult to replace;
- Potential environmental liabilities relating to the Company's properties;
- Changes in asset valuations and related impairment charges; and
- Provisions of the Company's organizational documents, including a limitation on the number of shares a person may own, and provisions of Maryland law may discourage third parties from pursuing a change of control transaction that could involve a premium price for the Company's common stock or otherwise benefit the Company's stockholders.

In addition to the foregoing, the Company faces certain additional risks as described more fully in the sections entitled "Item 1A. Risk Factors" in the Annual Report on Form 10-K filed by the Company with the SEC on March 13, 2009 and the Quarterly Report on Form 10-Q filed by the Company with the SEC on November 16, 2009 and incorporated herein by reference.

Item 9. Materials to Be Filed as Exhibits

Exhibit No.	Document
(a)(1)	Letter to the stockholders of Piedmont Office Realty Trust, Inc. dated February 22, 2010*
(e)(1)	Excerpts from the Definitive Proxy Statement on Schedule 14A dated July 20, 2009 filed by Piedmont Office Realty Trust, Inc. with the SEC on July 20, 2009**
(e)(2)	Excerpts from the Annual Report on Form 10-K filed by Piedmont Office Realty Trust, Inc. with the SEC on March 13, 2009**
(e)(3)	Excerpts from the Quarterly Report on Form 10-Q filed by Piedmont Office Realty Trust, Inc. with the SEC on November 16, 2009**

* This letter will be mailed to the Company's stockholders along with a copy of this Solicitation/Recommendation Statement on Schedule 14D-9.
** Incorporated by reference as provided in Items 3 and 8 hereto.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule 14D-9 is true, complete and correct.

PIEDMONT OFFICE REALTY TRUST, INC.

By: /s/ ROBERT E. BOWERS

Date: February 22, 2010

INDEX TO EXHIBITS

Exhibit No.	Document
(a)(1)	Letter to the stockholders of Piedmont Office Realty Trust, Inc. dated February 22, 2010*
(e)(1)	Excerpts from the Definitive Proxy Statement on Schedule 14A dated July 20, 2009 filed by Piedmont Office Realty Trust, Inc. with the SEC on July 20, 2009**
(e)(2)	Excerpts from the Annual Report on Form 10-K filed by Piedmont Office Realty Trust, Inc. with the SEC on March 13, 2009**
(e)(3)	Excerpts from the Quarterly Report on Form 10-Q filed by Piedmont Office Realty Trust, Inc. with the SEC on November 16, 2009**

* This letter will be mailed to the Company's stockholders along with a copy of this Solicitation/Recommendation Statement on Schedule 14D-9.

** Incorporated by reference as provided in Items 3 and 8 hereto.

Exhibit (a)(1)

February 22, 2010

Re: Tender Offer from MacKenzie Patterson Fuller, LP

Dear Piedmont Stockholder:

We understand that you may have recently received or may receive in the near future a mailing from MacKenzie Patterson Fuller, LP ("MPF") with an offer to purchase or "tender" your shares of stock in Piedmont Office Realty Trust, Inc. ("Piedmont") at a price of $10 per share. You should be aware that Piedmont is not in any way affiliated with MPF, and we believe this offer is not in the best interests of our stockholders.

Our Board of Directors has carefully evaluated the terms of MPF's offer and unanimously recommends that you reject MPF's offer and not tender your shares. The Board of Directors acknowledges that each stockholder must evaluate whether to tender its shares to MPF pursuant to the offer and that an individual stockholder may determine to tender based on, among other things, its individual liquidity needs.

The Board of Directors' recommendation was reached after consulting with our management and our outside advisors. The enclosed document is a copy of the Schedule 14D-9, which we filed with the Securities and Exchange Commission in response to MPF's offer. The Schedule 14D-9 provides additional information for you and includes a more detailed description of our reasoning and recommendation against this offer. Please take the time to read it before making your decision. Some of the reasons why we strongly believe the offer is not in the best interests of our stockholders are as follows:

- the Board of Directors believes that, based in part on the $17.00 per share closing price of Piedmont's Class A common stock on the New York Stock Exchange (the "NYSE") on February 22, 2010, the value of each share of the Company's common stock is significantly in excess of the $10 per share offer price;
- the Board of Directors believes that, given the timing of the offer and the offer price, the offer represents an opportunistic attempt to purchase at a price that is significantly less than Piedmont's current stock price and, as a result, deprive our stockholders who tender shares in the offer of the potential opportunity to realize the full long-term value of their investment in Piedmont;
- the Board of Directors believes that the offer may be confusing to stockholders because the offer price of $10 per share may appear to stockholders to be an offer at their initial per share investment in Piedmont of $10 per share when *in fact* the offer price is far lower than the initial investment price on a post-recapitalization basis; and
- the fact that MPF will reduce the offer price by ordinary dividends paid by Piedmont and stockholders who tender shares in the offer will not receive the first quarter 2010 dividend declared by the Board of Directors.

On February 10, 2010, Piedmont's Class A common stock began trading on the NYSE. Subject to the provisions of Piedmont's charter, shares of Piedmont's Class B-1, B-2 and B-3 common stock will convert automatically into shares of Piedmont's Class A common stock on a one-for-one basis on August 9, 2010, November 7, 2010 and January 30, 2011, respectively. We expect that, upon conversion, the shares will become tradable on the NYSE.

In summary, we believe that you should view MPF as an opportunistic purchaser which is attempting to acquire your shares in order to make a profit and, as a result, deprive you of the potential long-term value of your shares.

Should you have any questions about this tender offer or other matters, please contact the Piedmont Investor Services Agent at 800-557-4830 or via e-mail at investor.services@PiedmontReit.com.

We appreciate your trust in Piedmont and its Board of Directors. We encourage you to follow the Board of Directors' recommendation and not tender your shares to MPF.

Sincerely,

/s/ Donald A. Miller, CFA

Donald A. Miller, CFA
Chief Executive Officer
Piedmont Office Realty Trust, Inc.

Enclosure

Disclosures

This correspondence may contain forward-looking statements about Piedmont. Such forward-looking statements can generally be identified by our use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “anticipate,” “estimate,” “believe,” or other similar words. Readers of this correspondence should be aware that there are various factors, many of which are beyond the control of Piedmont, that could cause actual results to differ materially from any forward-looking statements made in this correspondence, which include changes in general economic conditions, changes in real estate conditions, the potential need to fund capital expenditures out of operating cash flow, and lack of availability of financing or capital proceeds. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this correspondence. Piedmont does not make any representations or warranties (expressed or implied) about the accuracy of any such forward-looking statements. Piedmont urges you read carefully Item 8 of the enclosed Schedule 14D-9 for a discussion of additional risks that could cause actual results to differ from any forward-looking statements made in this correspondence.