

Prescott Thomas R.
Form 4
May 22, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Prescott Thomas R.

2. Issuer Name **and** Ticker or Trading
Symbol
Piedmont Office Realty Trust, Inc.
[PDM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
5565 GLENRIDGE
CONNECTOR, STE. 450

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP-Midwest Region

(Street)
ATLANTA, GA 30342

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|--|---|
| Common Stock | 05/18/2018 | | D | 454 ⁽¹⁾ | \$ 17.93 | 34,002 | D |
| Common Stock | 05/18/2018 | | F | 400 ⁽²⁾ | \$ 17.93 | 33,602 | D |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Prescott Thomas R.
5565 GLENRIDGE CONNECTOR
STE. 450
ATLANTA, GA 30342

EVP-Midwest Region

Signatures

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

05/22/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

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

(1) 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

(2) NQDCP mentioned above, 400 shares were forfeited by the employee and delivered to the Company to satisfy tax withholding obligations.

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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