

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

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**Form 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): 03/30/2009

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**Piedmont Office Realty Trust, Inc.**

(Exact name of registrant as specified in its charter)

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Commission File Number: 000-25739

**MD**  
(State or other jurisdiction  
of incorporation)

**58-2328421**  
(IRS Employer  
Identification No.)

**11695 Johns Creek Parkway  
Suite 350  
Norcross, GA 30097-1523**  
(Address of principal executive offices, including zip code)

**770-418-8800**  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 7.01. Regulation FD Disclosure**

On March 30, 2009, Piedmont Office Realty Trust, Inc. (the “Registrant”) mailed the letter attached as Exhibit 99.1 to this Current Report on Form 8-K to its stockholders. Such letter will be included in all stockholders’ first quarter 2009 dividend statements. Additionally, the Registrant added the information attached as Exhibit 99.2 to this Current Report on Form 8-K to its website ([www.piedmontreit.com](http://www.piedmontreit.com)) to reflect recent updates to the company’s operational and statistical information. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibits and the information set forth therein are deemed to have been furnished and shall not be deemed to be “filed” under the Securities Exchange Act of 1934.

Additionally, the exhibits to this Form 8-K may contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including discussions regarding any liquidity event of the Registrant and other factors that may affect future earnings or financial results. Such forward-looking statements can generally be identified by the Registrant’s use of forward-looking terminology such as “may,” “will,” “expect,” “intend,” “anticipate,” “estimate,” “believe” or other similar words. Information given in this correspondence relating to leasing, the Registrant’s estimated net asset value and other facts and figures are given as of the date of this filing. Factors that may cause actual results to differ materially include changes in general economic conditions, changes in real estate conditions, increases in interest rates, lease-up risks, lack of availability of financing or other capital proceeds and additional borrowings under our unsecured line of credit or other debt facilities. Piedmont Office Realty Trust is closed to new investors. SEC filings: [www.sec.gov](http://www.sec.gov).

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**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Piedmont Office Realty Trust, Inc.

Date: March 30, 2009

By: /s/ Donald A. Miller, CFA  
Donald A. Miller, CFA  
President and Chief Executive Officer

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## Exhibit Index

Exhibit No.	Description
EX-99.1	Q1 2009 Stockholder Letter
EX-99.2	Update to company website as of March 2009



Dear Fellow Stockholder:

Through the years, Piedmont has enjoyed stable operations because of its strong balance sheet, quality portfolio of properties, carefully selected tenants, and low-leverage strategy. During 2008, we increased earnings from continuing operations by \$0.04 per share, successfully retained most of the tenants having lease renewals, and maintained an above-average industry occupancy level (92% as of year-end). In addition, our ability to make capital investments has attracted major new tenants to our properties, such as First Data in Atlanta, and Microsoft and KPMG in Chicago. We believe that tenants of this caliber will continue to seek out financially sound and service-oriented providers such as Piedmont.

These core operating strengths have, so far, minimized the growing strain of the current economy on Piedmont. However, there are some rather harsh realities we must address in the most proactive manner possible.

#### **Real Estate Industry—Lower Valuations and Increasing Demands on Cash**

Many REITs are seeing tenants downsizing, losing major customers, and even filing for bankruptcy. These widespread deteriorating leasing conditions and the tightening credit markets have led to lowered demand for all types of commercial space, including office. Consequently, real estate values have declined across the country. Piedmont is not immune from this environment of decreasing values.

We also must plan for increased demands on our cash flows. These demands are impacted by an absence of available credit which could be used to satisfy upcoming debt maturities. At the same time, we expect total tenant-related capital commitments to increase over the next few years as we lease space currently vacant and execute renewals with existing tenants. We've clearly entered a highly competitive leasing environment that strongly favors tenants. To attract and retain the kind of high-quality, long-term tenants that will provide more reliable and predictable cash flows for investors and help preserve the long-term value of the REIT, we must be prepared to make greater monetary concessions. At the same time, it is vital for Piedmont to maintain a liquid balance sheet and a strong credit rating in order to avail ourselves of the limited amount of debt funding that is available in the marketplace.

#### **Changes Reflected in Your Current Statement**

In light of these market conditions, the Piedmont Board of Directors has made some important decisions that are reflected in your statement:

- **New estimated net asset value (NAV) of \$7.40 per share.** As a result of recently completed property appraisals, Piedmont's NAV has declined 15% from the previous NAV. Please bear in mind that the average publicly traded REIT stock has declined 70% in value over the past two years. No REIT has been immune from the severe impact on values exacted by the credit crisis and recession.
- **New quarterly dividend of \$0.105 per share declared for the first quarter.** The Board has lowered the quarterly dividend to \$0.105 per share (an annualized 5% rate based on an \$8.38 cost basis per share for most stockholders) in anticipation of capital needed for tenant retention and debt maturities over the next few years, as well as to maintain our strong credit ratings. This cash management approach will serve several purposes: (1) safeguard Piedmont's strong balance sheet; (2) provide greater likelihood of attracting and retaining quality tenants; and (3) enhance our ability to opportunistically acquire exceptional properties.
- **New dividend reinvestment price and share redemption plan reopened.** With the NAV completed, the Board has established a new dividend reinvestment price of \$7.03 (95% of the latest NAV) in March and reopened our Share Redemption Program (SRP) effective in April 2009. The new SRP price is the same as the new dividend reinvestment price, which allows stockholders to either reinvest or redeem on an equivalent basis. As in the past, redemptions in 2009 related to death and Internal Revenue Code required minimum distributions will receive priority. The total amount available for redemptions for calendar year 2009 will be limited to the anticipated amount of new proceeds from dividend reinvestments, estimated at \$100 million.

As we work to find a creative liquidity alternative at a fair price to our stockholders, we believe that these measures, while uncomfortable, will help Piedmont remain viable for the long term, provide a predictable revenue stream, and strengthen the resilience of your investment in Piedmont. During these times, all of us at Piedmont reaffirm our commitment to being good stewards of your investment. We hope to see you at the Piedmont stockholder meetings in April.

Sincerely,

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

Certain statements contained herein may be deemed to be forward-looking statements under federal securities laws, and Piedmont intends that such forward-looking statements be subject to the safe-harbor provisions. All forward-looking statements are qualified in their entirety by this cautionary statement. Such statements generally can be identified by our use of words such as "may," "will," "can," "intend," "anticipate," "estimate," "think," "continue," or other similar words. Legislative, economic, and financial factors could cause actual results to vary materially from those expressed in forward-looking statements.



## COMPANY HIGHLIGHTS



March 2009





## Portfolio Characteristics

	As of December 31, 2008
Square Feet (in thousands) <sup>1</sup>	21,012
# of Properties <sup>1</sup>	76
Weighted Average Lease Term Remaining (years) <sup>1</sup>	6
% Leased <sup>1</sup>	92%
% Leased – Office Building Industry Average <sup>2</sup>	85%
Leverage Ratio (NAV basis) <sup>3</sup>	34%
LeverageRatio – Publicly Traded REIT Office Average <sup>4</sup>	63%

<sup>1</sup> Excludes eight unconsolidated joint-venture properties

<sup>2</sup> Source: Jones Lang LaSalle North America Office Report Q4 2008

<sup>3</sup> Calculated as total liabilities / current value of assets

<sup>4</sup> Source: Green Street Advisors, Inc. March 18, 2009



## Tenant Base

### Tenant diversification (as of December 31, 2008)

Tenant Name (Ranked by % of AGR)	Annualized Gross Rental Revenues (\$000's)	Percentage of Annualized Gross Rental Revenues	S&P Credit Rating
US Government (11 agencies)	61,823	11.4%	AAA
BP Corporation	25,565	4.7%	AA
Leo Burnett (Publicis) <sup>1</sup>	20,959	3.9%	BBB+
State of New York	19,873	3.7%	AA-
Nestle	18,311	3.4%	AA
US Bancorp	17,311	3.2%	AA
Sanofi-Aventis	17,070	3.1%	AA-
Kirkland & Ellis <sup>2</sup>	15,775	2.9%	N/A
Independence Blue Cross	15,565	2.9%	N/A
Winston & Strawn <sup>3</sup>	14,468	2.7%	N/A
Zurich American	10,395	1.9%	AA-
DDB Needham (Omnicom) <sup>4</sup>	10,065	1.8%	A-
Shaw Facilities	9,514	1.7%	BB+
Lockheed Martin	9,186	1.7%	A-
State Street Bank	8,694	1.6%	AA
Other <sup>5</sup>	269,715	49.4%	
	<b>544,289</b>	<b>100.0%</b>	

<sup>1</sup> Rating is for parent company, Publicis Groupe SA

<sup>2</sup> Kirkland & Ellis is ranked # 7 by The America Lawyer's 2007 AmLaw 100 Rankings

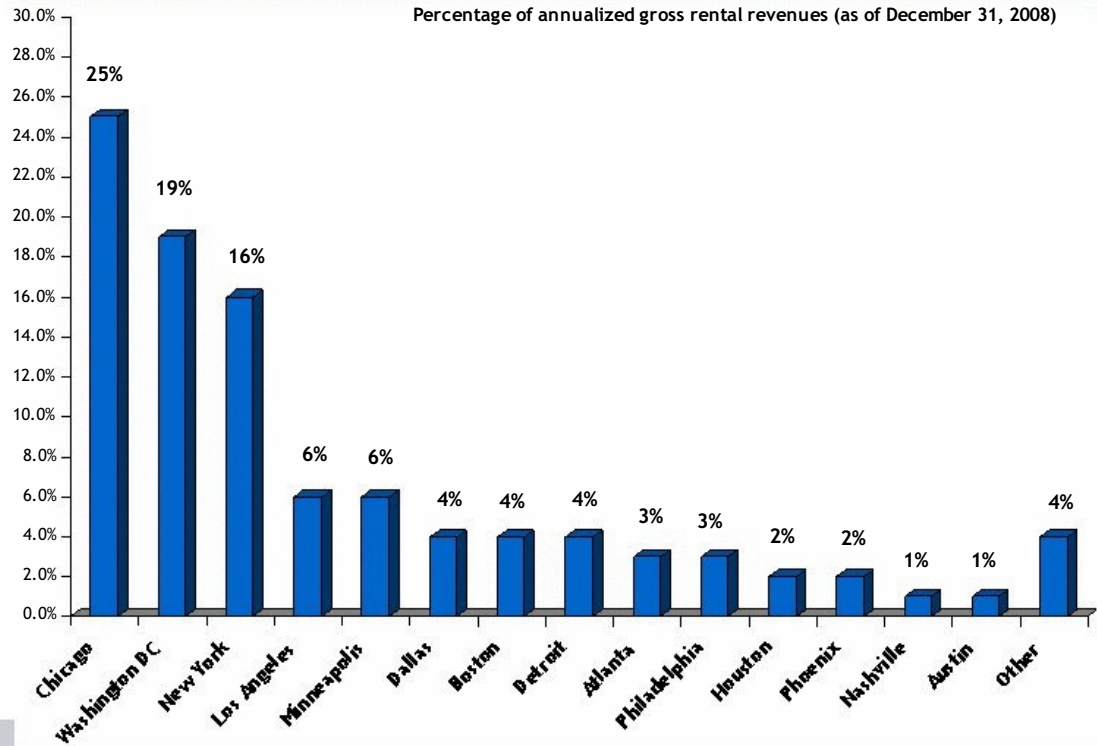
<sup>3</sup> Winston & Strawn is ranked # 33 by The America Lawyer's 2007 AmLaw 100 Rankings

<sup>4</sup> Rating is for parent company, Omnicom Group

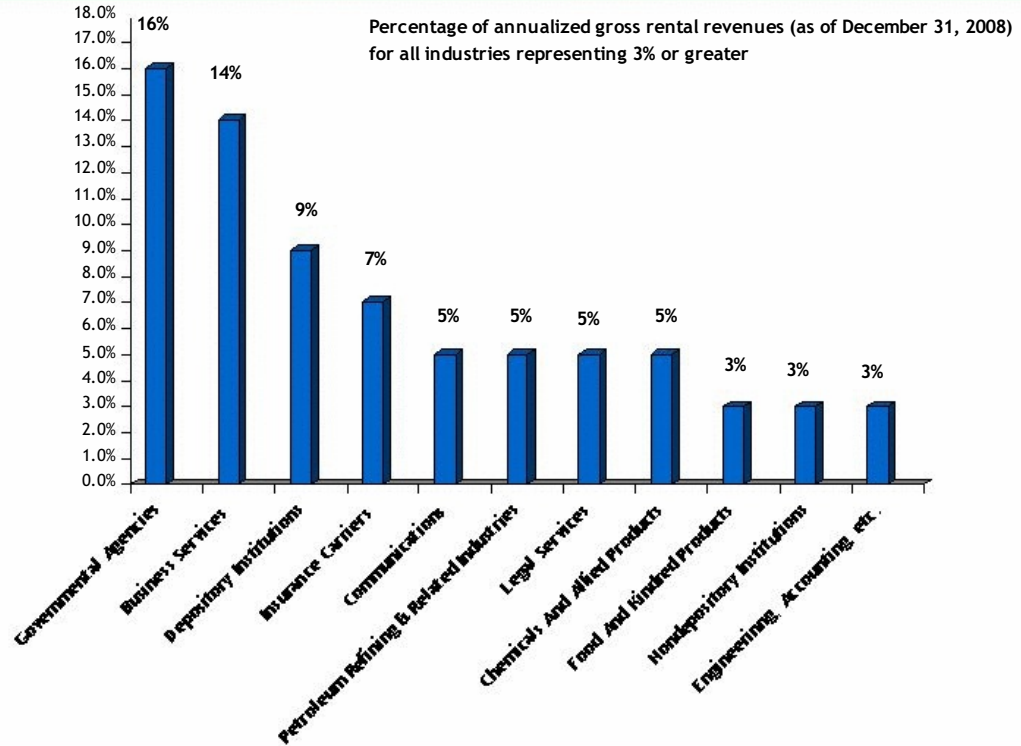
<sup>5</sup> Includes leases which terminated effective December 31, 2008



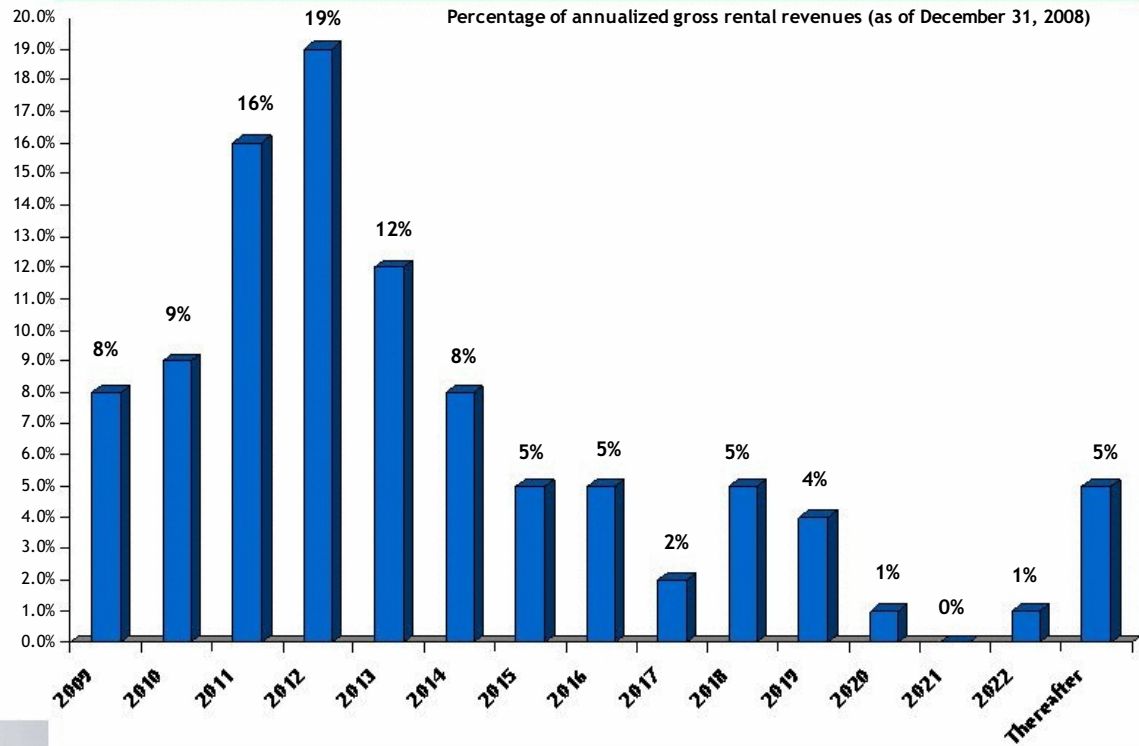
## Geographic Diversification



## Industry Diversification



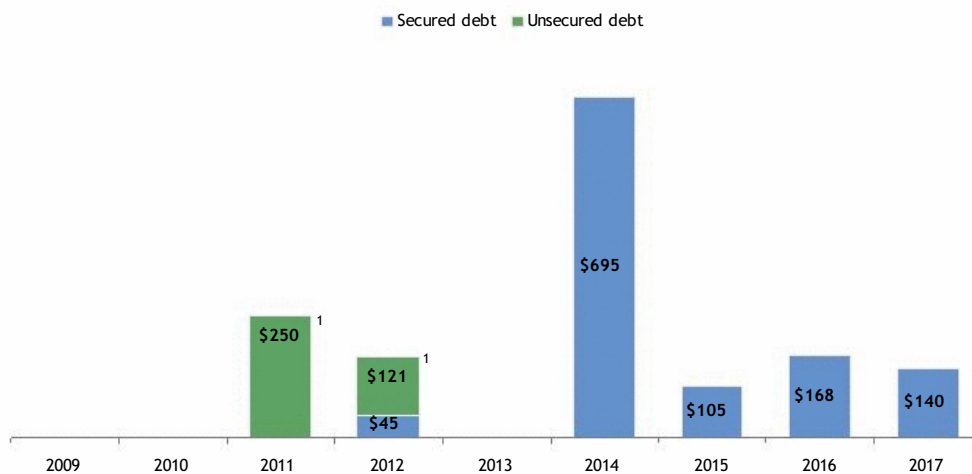
## Lease Expiration Schedule





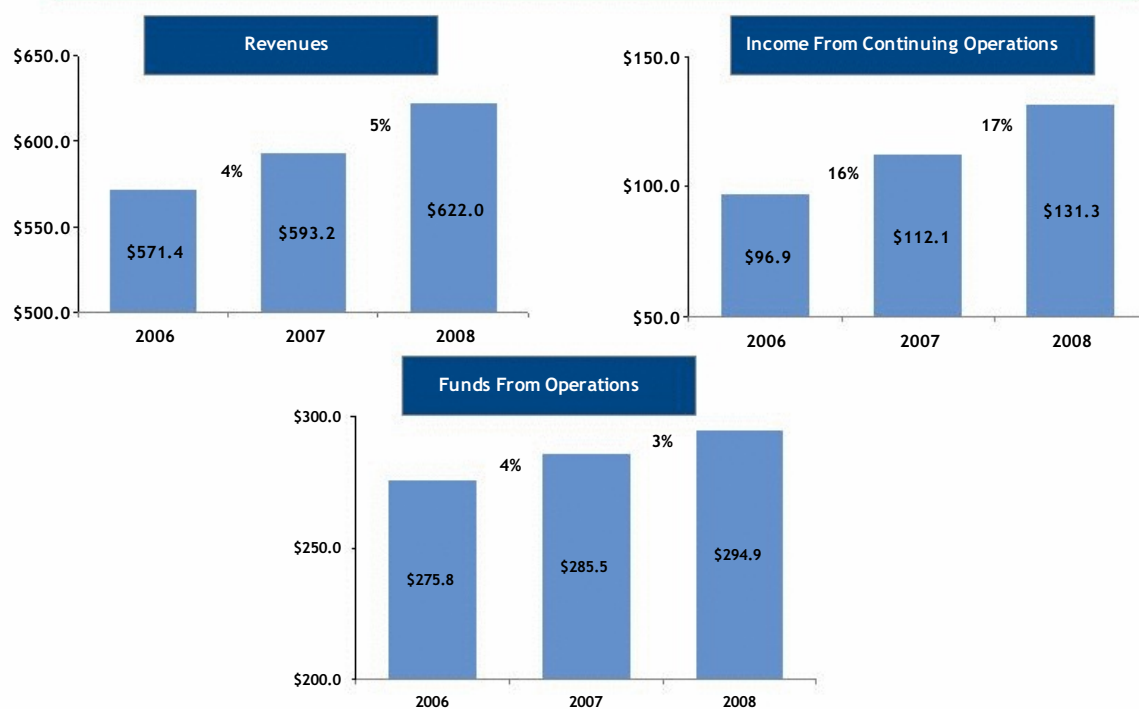
## Debt Maturities

Debt maturity schedule as of December 31, 2008 (\$ in millions)



<sup>1</sup>The schedule assumes one-year extensions for the \$250 Million Unsecured Term Loan and for the \$500 Million Unsecured Line of Credit.

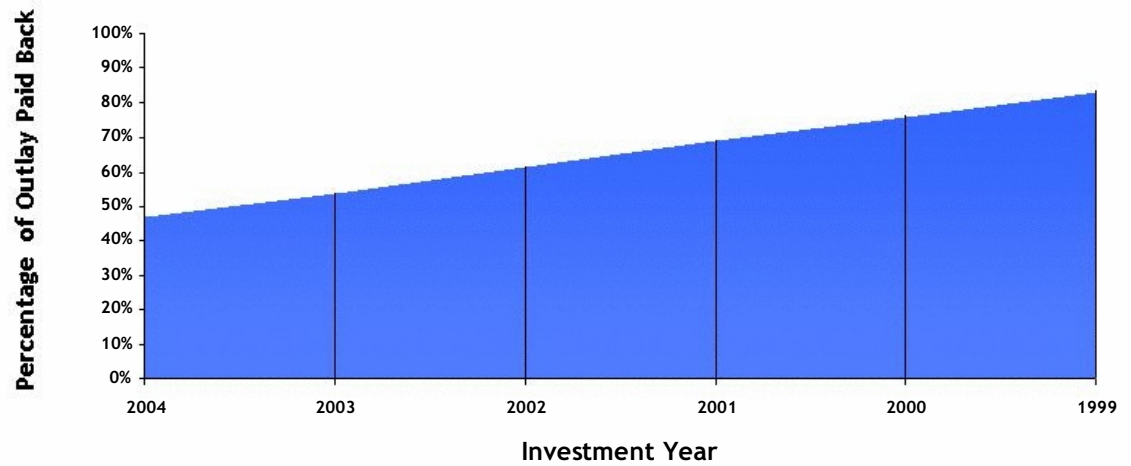
## Financial Highlights



For years ended December 31, 2006, 2007 and 2008 (in millions)

## Investor Payback on Initial Capital Outlay

Percentage of Initial Outlay Paid Back Based on Investment Year



Note: Analysis assumes all shares are purchased on the first day of any given Investment Year.