

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

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

1. Name and Address of Reporting Person* <u>Wells George M.</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- Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2023	
	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	02/10/2023		M		3,338	A	(1)(2)	87,722	D	
Common Stock	02/10/2023		F		1,606 <sup>(1)</sup>	D	\$10.4	86,116	D	
Common Stock	02/13/2023		M		5,451	A	(2)(3)	91,567	D	
Common Stock	02/13/2023		F		2,622 <sup>(3)</sup>	D	\$10.55	88,945	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						Title
Restricted Stock Units	\$0.0 <sup>(2)</sup>	02/10/2023		M			3,338	(1)	(1)	Common Stock	3,338	\$0	14,078	D	
Restricted Stock Units	\$0.0 <sup>(2)</sup>	02/13/2023		A			21,801	(3)	(3)	Common Stock	21,801	\$0	35,879	D	
Restricted Stock Units	\$0.0 <sup>(2)</sup>	02/13/2023		M			5,451	(3)	(3)	Common Stock	5,451	\$0	30,428	D	

**Explanation of Responses:**

- On February 10, 2022, the reporting person was granted 13,353 restricted stock units, vesting in four equal, annual installments beginning on the grant date. On February 10, 2023, 25% of the grant vested (3,338 shares), and were settled in PDM common stock. In connection with this vesting, 1,606 shares were forfeited by the employee and delivered to PDM to satisfy tax withholding obligations.
- Each restricted stock unit represents a contingent right to receive one share of PDM common stock. Restricted stock units may be settled in cash or common stock at PDM's election.
- On February 13, 2023, the reporting person was granted 21,801 restricted stock units, vesting in four equal, annual installments beginning on the grant date. As such, 25% of the grant vested (5,451 shares) on February 13, 2023, and were settled in PDM common stock. In connection with this vesting, 2,622 shares were forfeited by the employee and delivered to PDM to satisfy tax withholding obligations.

**Remarks:**

/s/ Laura P. Moon as Attorney-in-Fact for George M. Wells 02/14/2023

\*\* 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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