SEC Form 4

FORM 4

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). [X]

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

OMB APPROVAL	
OMB Number:	3235-0287
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| 1. Name and Address of Reporting Person[*]
 Pangburn Joseph H.

 (Last) (First) (Middle)
 5565 GLENRIDGE CONNECTOR
 STE. 450
 (Street)
 ATLANTA GA 30342
 (City) (State) (Zip) | 2. Issuer Name **and** Ticker or Trading Symbol
 Piedmont Office Realty Trust, Inc. [PDM]

 3. Date of Earliest Transaction (Month/Day/Year)
 11/07/2022

 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 X Officer (give title below) Other (specify below)
 EVP- Southwest Region

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

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	11/07/2022		M		9,597	A	$0[(1)]	68,282	D	
Common Stock	11/07/2022		A		11,686[(2)]	A	$0	79,968	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	Amount or Number of Shares				
Restricted Stock Units	$0.0[(1)]	11/07/2022		M			9,597	[(3)]	[(3)]	Common Stock	9,597	$0	0	D	

Explanation of Responses:

1. 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.

2. Such shares were granted on a pro-rata basis without restriction pursuant to the performance share component of the Long Term Incentive Compensation plan for the fiscal year service periods of 2020-2022, 2021-2023, and 2022-2024.

3. Remaining outstanding restricted stock units vested on November 7, 2022.

Remarks:

/s/ Laura P. Moon as Attorney-in-Fact for Joseph H. Pangburn   11/09/2022

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.