

**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	
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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>Smith Christopher Brent</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)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President &amp; Chief Exec. Off</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/10/2022	
	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	02/10/2022		M		15,579	A	(1)(2)	221,579	D	
Common Stock	02/10/2022		F		7,494 <sup>(3)</sup>	D	\$16.85	214,085	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>	02/10/2022		A		62,315		(4)	(4)	Common Stock	62,315	\$0	112,150	D	
Restricted Stock Units	\$0.0 <sup>(2)</sup>	02/10/2022		M			15,579	(4)	(4)	Common Stock	15,579	\$0	96,571	D	

**Explanation of Responses:**

- Represents the vesting of 25% of an initial grant on February 10, 2022 of restricted stock units, which were settled in PDM common stock.
- 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.
- In connection with the vesting reported above, 7,494 shares were forfeited by the employee and delivered to PDM to satisfy tax withholding obligations.
- On February 10, 2022, the reporting person was granted 62,315 restricted stock units, vesting in four equal, annual installments beginning on the grant date.

**Remarks:**

/s/ Laura P. Moon as Attorney-in-Fact for Christopher Brent Smith 02/14/2022

\*\* 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.

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