

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>MCDOWELL FRANK C</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  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 05/11/2021	
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	05/11/2021		M		6,540	A	(1)(2)	64,426	D	
Common Stock	05/11/2021		F		2,108 <sup>(3)</sup>	D	\$17.96	62,318	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>(1)</sup>	05/11/2021		M			6,540	(2)	(2)	Common Stock	6,540	\$0	0	D	
Restricted Stock Units	\$0.0 <sup>(1)</sup>	05/11/2021		A			5,011	(4)	(4)	Common Stock	5,011	\$0	5,011	D	

**Explanation of Responses:**

- 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 May 13, 2020, the reporting person was granted 6,540 restricted stock units, which vested at the 2021 Annual Meeting of Stockholders of Piedmont Office Realty Trust, Inc. on May 11, 2021, and were settled in PDM common stock.
- In connection with the vesting of 6,540 shares of deferred stock on May 11, 2021, (representing 100% of a grant made at the 2020 Annual Meeting of Stockholders on May 13, 2020), 2,108 shares were forfeited by the reporting person and delivered to the Company to satisfy tax withholding obligations.
- On May 11, 2021, at the 2021 Annual Meeting of Stockholders of Piedmont Office Realty Trust, Inc., the reporting person was granted 5,011 restricted stock units, which will vest on the earlier of the 2022 Annual Meeting of Stockholders, or the anniversary of the grant date in May 2022.

**Remarks:**

/s/ Laura P. Moon as Attorney-in-Fact for Frank C. McDowell 05/12/2021

\*\* 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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