

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

1. Name and Address of Reporting Person* <u>Moon Laura P</u>  (Last) (First) (Middle) 11695 JOHNS CREEK PARKWAY STE. 350  (Street) JOHNS CREEK GA 30097  (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>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/18/2010</u>	
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			
Class A common stock	05/18/2010		A		521 <sup>(1)</sup>	A	\$0	4,641	D	
Class B-1 common stock	05/18/2010		A		521 <sup>(1)</sup>	A	\$0	4,636	D	
Class B-2 common stock	05/18/2010		A		521 <sup>(1)</sup>	A	\$0	4,639	D	
Class B-3 common stock	05/18/2010		A		521 <sup>(1)</sup>	A	\$0	4,641	D	
Class A common stock	05/18/2010		F		169 <sup>(2)</sup>	D	\$18.67	4,641	D	
Class B-1 common stock	05/18/2010		F		170 <sup>(2)</sup>	D	\$18.67	4,636	D	
Class B-2 common stock	05/18/2010		F		169 <sup>(2)</sup>	D	\$18.67	4,639	D	
Class B-3 common stock	05/18/2010		F		169 <sup>(2)</sup>	D	\$18.67	4,641	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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- All amounts reported herein reflect the recapitalization of the Company's common stock and the related adjustment of outstanding stock awards, whereby each share of the Company's common stock was converted into 1/12th of a share each of the Company's Class A, B-1, B-2 and B-3 common stock.
- In connection with the vesting of 2,084 shares of deferred stock on May 18, 2010, 677 shares were delivered to the Company to satisfy tax withholding obligations, in accordance with the Company's 2007 Omnibus Incentive Plan.

Laura Moon 05/20/2010

\*\* 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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