

Swope Jeffrey L.
Form 4
May 17, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Swope Jeffrey L.

2. Issuer Name and Ticker or Trading Symbol
Piedmont Office Realty Trust, Inc.
[PDM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5565 GLENRIDGE
CONNECTOR, STE. 450

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/15/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

ATLANTA, GA 30342

4. If Amendment, Date Original Filed(Month/Day/Year)

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 05/15/2018 | | F | 824 ⁽¹⁾ D | \$ 18.25 ₍₂₎ 28,802.5282 | D | |
| Common Stock | 05/17/2018 | | A | 4,484 ₍₃₎ A | \$ 0 ₍₂₎ 33,286.5282 | D | |
| Common Stock | | | | | ₍₂₎ 36,384.2388 | I | By Champion Operating Partnership II, Ltd. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Swope Jeffrey L. 5565 GLENRIDGE CONNECTOR STE. 450 ATLANTA, GA 30342 | X | | | |

Signatures

/s/ Laura P. Moon as Attorney-in-Fact for Jeffrey L. Swope 05/17/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) In connection with the vesting of 3,741 shares of deferred stock on May 15, 2018 (the date of the 2018 Annual Meeting of Stockholders of Piedmont Office Realty Trust, Inc.), representing the vesting of an initial grant made on May 18, 2017, 824 shares were forfeited by the director and delivered to the Company to satisfy tax withholding obligations.
- (2) The balance includes shares obtained through Piedmont's dividend reinvestment plan during the period in which the shares were obtained.
- (3) Shares granted will vest on the earlier of the 2019 Annual Meeting of Stockholders of Piedmont Office Realty Trust, Inc. or the anniversary of the grant date in May 2019.

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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