Owens Raymond Lee Form 4 April 07, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Owens Raymond Lee

(First)

2. Issuer Name and Ticker or Trading

Symbol

Piedmont Office Realty Trust, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[PDM]

(Middle)

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

04/05/2011

Director 10% Owner Other (specify X\_ Officer (give title

below)

Exec VP- Cap Mkts

11695 JOHNS CREEK PARKWAY, STE. 350

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

DISTOR	CDEEL	$\alpha$	20005
JOHNS	CREEK.	(†A	30097

(City)	(State) (	Table	e I - Non-D	erivative	Secur	ities Aco	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount		Price	(Instr. 3 and 4)		
Class A common stock	04/05/2011		A	3,157 (1)	A	\$0	51,372	D	
Class A common stock	04/05/2011		A	6,356 (2)	A	\$0	57,728	D	
Class A common stock	04/05/2011		F	1,541 (3)	D	\$ 19.4	56,187	D	

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. Transacti Code (Instr. 8)	Securities Acquired		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo
					(A) or Disposed of (D) (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number		Repo Trans (Instr
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Owens Raymond Lee 11695 JOHNS CREEK PARKWAY STE. 350 JOHNS CREEK, GA 30097

Exec VP- Cap Mkts

### **Signatures**

Robert E. Bowers, Attorney-in-Fact

04/07/2011

Date

\*\*Signature of Reporting Person

## **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).
- Such shares were granted without restriction pursuant to the performance share component of the 2010 Long Term Incentive Compensation plan.
- Of the shares granted, 25% vest on the day of the grant and the remaining shares vest ratably on the anniversary date of the grant date **(2)** over the following three years.
- In connection with the grant of the unrestricted stock award (3,157), and the vesting of 25% of the restricted stock award (1,589) on April (3) 5, 2011, 1,541 shares were delivered to the Company to satisfy tax withholding obligations, in accordance with the Company's 2007 Omnibus Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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