

Piedmont Office Realty Trust, Inc.
Form 8-K
April 23, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) April 21, 2008

Piedmont Office Realty Trust, Inc.

(Exact Name of Registrant as Specified in Charter)

Maryland
(State or Other Jurisdiction of Incorporation)

6200 The Corners Parkway Ste 500, Norcross, Georgia

(Address of Principal Executive Offices)

000-25739
(Commission File Number)

58-2328421
(IRS Employer Identification No.)
30092-3365

(Zip Code)

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Registrant's telephone number, including area code (770) 325-3700

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.*(e) Deferred Stock Awards to Certain Executive Officers*

On April 21, 2008, pursuant to the authorization of the Compensation Committee, Piedmont Office Realty Trust, Inc. (the Registrant) issued grants of deferred stock awards (each, an Award) to various employees including certain of the Registrant's executive officers with respect to shares of the Registrant's Common Stock, par value \$0.01 (the Shares), pursuant to the Registrant's 2007 Omnibus Incentive Plan. The executive officers of the Registrant listed below will collectively receive 248,046 Shares pursuant to the Awards upon the Shares fully vesting. In connection with the grants, the Registrant entered into deferred stock award agreements with each of the following executive officers of the Registrant for the Awards and with respect to the number of Shares indicated below:

| Name | Title | Award (Number of Shares upon full vesting) |
|-----------------------|--|--|
| Donald A. Miller, CFA | President and Chief Executive Officer (Principal Executive Officer) | 143,448 |
| Robert E. Bowers | Chief Financial Officer (Principal Financial Officer) | 49,195 |
| Raymond L. Owens | Executive Vice President Capital Markets | 18,391 |
| Carroll A. Reddic, IV | Executive Vice President Real Estate Operations | 20,690 |
| Laura P. Moon | Senior Vice President and Chief Accounting Officer | 16,322 |

Pursuant to the deferred stock award agreements, each officer's interest in his or her Award vests as follows: (1) one-fourth of the Shares subject to the Award will vest upon execution of the deferred stock award agreement (the Award Agreement) provided such officer remains continuously employed with the Registrant (or a subsidiary) from the date of the Award (the Award Date) through the date of execution of the Award Agreement; and (2) another one-fourth of the Shares subject to the Award will vest on each anniversary of the Award Date until the officer becomes vested in all Shares subject to the Award provided such officer (A) has executed the Award Agreement and (B) remains continuously employed by the Registrant (or a subsidiary) from the Award Date through the respective anniversary of the Award Date. All of the Shares subject to an officer's Award automatically vest if such officer's employment with the Registrant (or subsidiary) terminates as the result of his or her death, disability, layoff, retirement, termination without cause, or if there is a change in control of the Registrant, as defined in the Registrant's 2007 Omnibus Incentive Plan. If an officer's employment with the Registrant (or a subsidiary) terminates for any other reason before all of the Shares subject to such officer's Award have vested, then the officer will forfeit any unvested Shares.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

PIEDMONT OFFICE REALTY TRUST, INC.

(Registrant)

By: /s/ Donald A. Miller, CFA
Donald A. Miller, CFA

Chief Executive Officer and President

Date: April 23, 2008