

Piedmont Office Realty Trust, Inc.  
Form 10-K/A  
July 20, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

Amendment No. 1

(Mark One)

**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended December 31, 2008

or

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from to \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-25739

**PIEDMONT OFFICE REALTY TRUST, INC.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of incorporation or organization)

**58-2328421**  
(I.R.S. Employer Identification Number)

**11695 Johns Creek Parkway Ste. 350, Johns Creek, Georgia**  
(Address of principal executive offices)

**30097**  
(Zip Code)

**(770) 418-8800**

Registrant's telephone number, including area code

**Securities registered pursuant to Section 12 (b) of the Act:**

| Title of each class | Name of exchange on which registered |
|---------------------|--------------------------------------|
| NONE                | NONE                                 |

**Securities registered pursuant to Section 12 (g) of the Act:**

**COMMON STOCK**

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Act).

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Aggregate market value of the voting stock held by nonaffiliates: \_\_\_\_\_

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Since there was no established market for the voting and non-voting common stock as of June 30, 2008, there is no market value for shares of such stock held by non-affiliates of the registrant as of such date. As of June 30, 2008, there were 476,110,116 shares of common stock held by non-affiliates.

### **Number of shares outstanding of the registrant s**

**only class of common stock, as of February 28, 2009: 478,870,781 shares**

**EXPLANATORY NOTE**

This Amendment No. 1 to the Annual Report on Form 10-K for Piedmont Office Realty Trust, Inc. ( Piedmont ) for the fiscal year ended December 31, 2008, which was originally filed with the Securities and Exchange Commission ( the SEC ) on March 13, 2009, is being filed for the sole purpose of correcting the table disclosing the potential cash payments and estimated equivalent cash value of benefits generally owed to the named executive officers under the terms of their employment agreements upon termination of those agreements under various scenarios described under Item 11. Executive Compensation Potential Payments upon Termination or Change of Control . In the initial filing on March 13, 2009, this table contained calculation errors, which are now corrected below. Pursuant to the rules of the SEC, we are also amending the Form 10-K to contain currently-dated certifications from Piedmont s Principal Executive Officer and Principal Financial Officer, as required by SEC rules. We are making no other changes to the original Form 10-K.

**ITEM 11. EXECUTIVE COMPENSATION****Potential Payments upon Termination or Change of Control**

| Name and Principal Position | Without        | Change-in-Control                 | Non-renewal by Us of  | Death/Disability |
|-----------------------------|----------------|-----------------------------------|-----------------------|------------------|
|                             | Cause/For Good | (Termination<br>Without Cause/For | Initial or Subsequent |                  |
|                             | Reason         | Good Reason)                      | Term                  |                  |
|                             | (\$)           | (\$)                              | (\$)                  | (\$)             |
| Donald A. Miller, CFA       | 3,991,812      | 3,991,812                         | 3,959,747             | 3,959,747        |
| Robert E. Bowers            | 2,051,048      | 2,051,048                         | 2,018,983             | 2,018,983        |
| Laura P. Moon               | 546,128        | 546,128                           | 546,128               | 546,128          |
| Raymond L. Owens            | 800,050        | 800,050                           | 800,050               | 800,050          |
| Carroll A. Reddic, IV       | 649,781        | 649,781                           | 649,781               | 649,781          |

**SIGNATURES**

Pursuant to the requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized this 20<sup>th</sup> day of July 2009.

**Piedmont Office Realty Trust, Inc.**

(Registrant)

By: /s/ DONALD A. MILLER, CFA  
**Donald A. Miller, CFA**

**President, Principal Executive Officer, and Director**

**EXHIBIT INDEX**  
**TO**  
**2008 FORM 10-K/A**  
**AMENDMENT No. 1**  
**OF**  
**PIEDMONT OFFICE REALTY TRUST, INC.**

| <b>Exhibit Number</b> | <b>Description of Document</b>   |
|-----------------------|--|
| 31.1                  | Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2                  | Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |