

DUKE REALTY CORP
Form 4
October 28, 2004

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 *
MCCOY WILLIAM O

(Last) (First) (Middle)

1450 RALEIGH ROAD, SUITE 300

(Street)

CHAPEL HILL,, NC 27517

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DUKE REALTY CORP [DRE]

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

10/27/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 21,214 | D | |
| Common Stock | | | | (A) or (D) | 15,599 | I | By Spouse |

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)

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| 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Options-Right to Buy | \$ 18.2065 | | | | | <u>(1)</u> | 12/31/2005 | Common Stock | 4,140 |
| Employee Stock Options-Right to Buy | \$ 24.0942 | | | | | <u>(1)</u> | 12/31/2006 | Common Stock | 4,140 |
| Employee Stock Options-Right to Buy | \$ 23.1884 | | | | | <u>(1)</u> | 12/31/2007 | Common Stock | 4,140 |
| Employee Stock Options-Right to Buy | \$ 20.4257 | | | | | <u>(1)</u> | 12/31/2008 | Common Stock | 6,900 |
| Employee Stock Options-Right to Buy | \$ 20 | | | | | <u>(2)</u> | 01/25/2010 | Common Stock | 2,500 |
| Employee Stock Options-Right to Buy | \$ 24.98 | | | | | <u>(3)</u> | 01/31/2011 | Common Stock | 2,500 |
| Employee Stock Options-Right to Buy | \$ 23.35 | | | | | <u>(4)</u> | 01/30/2012 | Common Stock | 2,500 |
| Employee Stock Options-Right to Buy | \$ 24.9 | | | | | <u>(5)</u> | 01/29/2013 | Common Stock | 2,500 |
| | \$ 32.51 | | | | | <u>(6)</u> | 01/28/2014 | | 2,500 |

| | | | | | | | | | |
|--|-----|------------|--|---|-----|-----|-----|-----------------|-------|
| Employee Stock Options-Right to Buy | | | | | | | | Common Stock | |
| Phantom Stock Units | (7) | 10/27/2004 | | A | 103 | (7) | (7) | Common Stock | 103 |
| Phantom Stock Units | (8) | | | | | (8) | (8) | Common Stock | 1,721 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCOY WILLIAM O 1450 RALEIGH ROAD, SUITE 300 CHAPEL HILL,, NC 27517 | | | X | |

Signatures

Valerie J. Steffen for William O. McCoy per POA previously
filed

10/28/2004

**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) The Stock Options were fully vested on the grant date.
- (2) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/25/05.
- (3) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/31/06.
- (4) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.
- (5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/29/08.
- (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/09.

Represents phantom stock units accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. The units are
(7) valued on a one to one basis to the Company's common stock and are to be settled in cash and stock upon the Reporting Person's
termination as a director of the Issuer.

(8) Represents phantom stock units accrued under the Weeks Corporation 1998 Deferred Compensation Plan. All amounts accrued under the
plan are to be paid in cash upon the Reporting Person's termination as a director of the Issuer.

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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