

DUKE REALTY CORP

Form 4

November 18, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OKLAK DENNIS D

(Last) (First) (Middle)

600 E. 96TH ST, #100

(Street)

INDIANAPOLIS, IN 46240

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/15/2008

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)

Chairman and CEO

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	11/15/2008		F	560 (1) D	\$ 9.71	94,716 (2)	D
Common Stock					29,566	I	By Spouse
Common Stock					7,370 (3)	I	By 401(k) Plan

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control**

SEC 1474
(9-02)

number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Options-Right to Buy	\$ 19.4261					<u>(4)</u> 01/25/2010	Common Stock 29,570
Employee Stock Options-Right to Buy	\$ 24.2632					<u>(5)</u> 01/31/2011	Common Stock 26,042
Employee Stock Options-Right to Buy	\$ 22.6799					<u>(6)</u> 01/30/2012	Common Stock 27,859
Employee Stock Options-Right to Buy	\$ 24.6905					<u>(7)</u> 02/19/2013	Common Stock 35,175
Employee Stock Options-Right to Buy	\$ 31.5771					<u>(8)</u> 01/28/2014	Common Stock 27,504
Employee Stock Options-Right to Buy	\$ 31.4022					<u>(9)</u> 02/10/2015	Common Stock 51,450
Employee Stock Options-Right to Buy	\$ 29.7607					<u>(10)</u> 04/27/2015	Common Stock 33,547
Employee Stock	\$ 34.13					<u>(11)</u> 02/10/2016	Common Stock 106,015

Options-Right
to Buy

Employee

Stock

Options-Right \$ 47.88

to Buy

(12)

02/10/2017

Common
Stock

86,987

Employee

Stock

Options-Right \$ 23.34

to Buy

(13)

02/10/2018

Common
Stock

330,594

Phantom

Stock Units

(14)(14)(14)Common
Stock

54,028

Phantom

Stock Units

(15)(15)(15)Common
Stock

27,701

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKLAK DENNIS D 600 E. 96TH ST, #100 INDIANAPOLIS, IN 46240	X		Chairman and CEO	

Signatures

Tracy D. Swearingen for Dennis D. Oklak per POA prev.
filed.

11/18/2008

**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) Represents shares withheld for taxes upon the vesting of restricted stock units granted pursuant to Rule 16b-3 of Section 16b of the Securities Exchange Act of 1934.
 - (2) Between April 30, 2008 and November 18, 2008, the Reporting Person acquired 2,643 shares of DRE common stock through dividend reinvestment.
 - (3) Between April 30, 2008 and November 18, 2008, the Reporting Person acquired 268 shares of DRE's common stock under the Company's 401(k) plan.
 - (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/2005.
 - (5) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/31/2006.
 - (6) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/30/2007.
 - (7) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/19/2008.
 - (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/2009.
 - (9) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2010.
 - (10) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 4/27/2010.

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- (11) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
- (12) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
- (13) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.

Represents phantom stock units acquired under the Executives' Deferred Compensation Plan of Duke Realty Services Limited

- (14) Partnership. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash upon the Reporting Person's termination of employment.

Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between April 30, 2008

- (15) and November 18, 2008, the Reporting Person acquired 1,081 phantom stock units through dividend reinvestment. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash upon the termination of employment.

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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