

DUKE REALTY CORP
Form 8-K
February 07, 2006

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): **February 2, 2006**

DUKE REALTY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Indiana

(State or Other Jurisdiction
of Incorporation)

1-9044

(Commission
File Number)

35-1740409

(IRS Employer
Identification No.)

600 East 96th Street, Suite 100, Indianapolis, Indiana

(Address of Principal Executive Offices)

46240

(Zip Code)

Registrant's telephone number, including area code: **(317) 808-6000**

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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:

- 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))
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Item 1.01. Entry Into a Material Definitive Agreement.

Amendments to Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan

The Executive Compensation Committee of the Board of Directors of Duke Realty Corporation approved an amendment to the Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan (the Plan) to impose two-year and one-year vesting periods, respectively, for initial and annual awards of restricted stock units to directors made under Article 6 of the Plan on and after February 10, 2006.

A copy of the amendment to the Plan is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) **Exhibits**

99.1 Amendment Two to the Duke Realty Corporation 2005 Non-Employee Directors Compensation Plan

SIGNATURES

Pursuant to the requirements 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.

DUKE REALTY CORPORATION

February 7, 2006

By: /s/ Howard L. Feinsand
Howard L. Feinsand
Executive Vice President,
General Counsel and Secretary