

DUKE REALTY CORP
Form 424B7
May 16, 2007

FILED PURSUANT TO
RULE 424(b)(7)
SEC FILE NO. 333-140796

PROSPECTUS SUPPLEMENT No. 3
(To Prospectus dated February 20, 2007)
DATED: May 16, 2007

11,747,135 Common Shares

Our operating partnership, Duke Realty Limited Partnership, issued and sold \$575 million aggregate principal amount of its 3.75% Exchangeable Senior Notes due 2011, or the notes, in a private transaction on November 22, 2006. Under certain circumstances, we may issue shares of our common stock upon the exchange or redemption of the notes. In such circumstances, the recipients of such common stock, whom we refer to as the selling shareholders, may use this prospectus supplement, together with the prospectus to which it relates, to resell from time to time the shares of our common stock that we may issue to them upon the exchange or redemption of the notes. Additional selling shareholders may be named by future prospectus supplements.

This prospectus supplement amends and supplements, and should be read in conjunction with, the prospectus dated February 20, 2007, and future prospectus supplements.

The selling shareholder table, appearing under the heading Selling Shareholders in the accompanying prospectus, is amended and supplemented by the information in the following table.

Name	Number of Shares Beneficially Owned Prior to the Offering(1)	Percentage of Shares Beneficially Owned Prior to the Offering(2)	Number of Shares Offered Hereby	Number of Shares Beneficially Owned Following the Offering(3)	Percentage of Shares Beneficially Owned Following the Offering(2)(3)
Admiral Flagship Master Fund, Ltd.	51,074	*	51,074		
Arctos Partners Inc.	204,298	*	204,298		
Aristeia International Limited	564,271	*	564,271		
Aristeia Partners LP	191,631	*	191,631		
BBT Fund, L.P.	210,937	*	210,937		
BMO Nesbitt Burns Inc.	102,149	*	102,149		
Bank of America Pension Plan	102,149	*	102,149		
Barnet Partners Ltd.	20,429	*	20,429		
Beamtenversicherungskasse Des Kantons Zurich	136,879	*	136,879		
Bernische Lehreruersicherungskasse	34,730	*	34,730		
Black Diamond Offshore Ltd.	14,729	*	14,729		
Black Diamond Convertible Offshore LDC	32,687	*	32,687		
BNP Paribas Arbitrage	51,074	*	51,074		
CAP Fund, L.P.	96,530	*	96,530		
Canyon Capital Arbitrage Master Fund, Ltd.	679,290	*	679,290		
The Canyon Value Realization Fund (Cayman), Ltd.	763,053	*	763,053		
Canyon Value Realization MAC 18 Ltd.	58,224	*	58,224		
Canyon Value Realization Fund, L.P.	297,253	*	297,253		

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Citigroup Global Markets Inc.	937,727	*	937,727
CMH Strategies	1,389	*	1,389
Credit Suisse Europe Ltd.	423,918	*	423,918
Credit Suisse Securities LLC (USA)	153,223	*	153,223
Double Black Diamond Offshore LDC	116,020	*	116,020
Empyrean Capital Fund, LP	115,305	*	115,305
Empyrean Capital Overseas Benefit Plan, Ltd.	24,536	*	24,536
Empyrean Capital Overseas Fund, Ltd.	217,679	*	217,679
Florida Fruit & Vegetable Association	1,797	*	1,797
Fore Convertible Master Fund, Ltd.	46,110	*	46,110
Fore ERISA Fund, Ltd.	4,964	*	4,964

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Gemini Sammelstiftung Zur Forderling Der Personaluorsorge	14,913	*	14,913		
Georgia Municipal Employee Benefit System	27,416	*	27,416		
Highbridge Convertible Arbitrage Master Fund LP	10,214	*	10,214		
Highbridge International LLC	91,934	*	91,934		
Jefferies Umbrella Fund Global Convertible Bond	157,309	*	157,309		
Institutional Benchmark Series (Master Feeder) Limited in respect of Electra Series c/o Quattro Fund	14,300	*	14,300		
IIU Convertible Arbitrage Fund Limited	3,207	*	3,207		
IIU Convertible Fund, plc	46,477	*	46,477		
John Deere Pension Trust	20,429	*	20,429		
JP Morgan Securities Inc.	122,578	*	122,578		
LDG Limited	3,779	*	3,779		
Lydian Global Opportunities Master Fund Ltd.	61,289	*	61,289		
Lydian Overseas Partners Master Fund, L.T.D.	245,157	*	245,157		
Lyxor/Canyon Value Realization Fund Ltd.	51,074	*	51,074		
Lyxor/Canyon Capital Arbitrage Fund Ltd.	143,008	*	143,008		
Mohican VCA Master Fund, Ltd.	20,429	*	20,429		
Old Lane HMA Master Fund LP	158,739	*	158,739		
Old Lane Cayman Master Fund LP	672,487	*	672,487		
Old Lane US Master Fund LP	241,337	*	241,337		
Partners Group Alternative Strategies PCC Limited, Red					
Delta Cell c/o Quattro Fund	20,429	*	20,429		
Pensionskasse Der Antalis Ag	2,247	*	2,247		
Pensionskasse Der Lonza Ag	6,128	*	6,128		
Pensionskasse Huntsman	4,290	*	4,290		
Pensionskasse Huntsman II	5,516	*	5,516		
Pensionskasse Der Rockwell Automation Ag	4,290	*	4,290		
Peoples Benefit Life Insurance Company Teamsters	81,719	*	81,719		
Plexus Fund Limited	510,745	*	510,745		
Polygon Global Opportunities Master Fund	204,298	*	204,298		
PV Promea	9,602	*	9,602		
Quattro Fund Ltd.	155,266	*	155,266		
Quattro Multistrategy Masterfund LP	14,300	*	14,300		
Redbourn Partners Ltd.	245,157	*	245,157		
Royal Bank of Canada	91,934	*	91,934		
S.A.C. Arbitrage Fund, LLC	204,298	*	204,298		
SRI Fund, L.P.	50,053	*	50,053		
Susquehanna Capital Group	357,521	*	357,521		
Tamalpais Asset Management L.P.	204,298	*	204,298		
TQA Master Fund, Ltd.	24,209	*	24,209		
TQA Master Plus Fund, Ltd.	13,871	*	13,871		
UBS Securities LLC	81,719	*	81,719		
Universal Investment Gesellschaft MBH Ref Aventis	102,149	*	102,149		
Vicis Capital Master Fund	40,859	*	40,859		
Waterstone Market Neutral Master Fund, Ltd.	132,589	*	132,589		
Waterstone Market Neutral MAC51 Fund, Ltd.	71,708	*	71,708		

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Yield Strategies Fund I, L.P.	40,859	*	40,859		
Zurich Institutional Benchmarks Master Fund, Ltd. c/o TQA Investors, LLC	9,213	*	9,213		
Zurich Institutional Funds, Wandelanleihen	53,117	*	53,117		
Any other holder of common stock issuable upon exchange of notes or future transferee, pledgee, donee or successor of any holder	1,244,620	*	1,244,620		
TOTAL(4)	11,747,135	(5) 8.58%	11,747,135	(5)	

* Less than 1%.

(1) Assumes conversion of the notes into shares of common stock at a conversion rate of 20.4298 shares of common stock per each \$1,000 principal amount of notes.

(2) Based on a total of 136,920,414 shares of our common stock outstanding as of May 1, 2007.

(3) We do not know when or in what amounts a selling shareholder may offer shares of our common stock for sale. The selling shareholders might not sell any or all of the shares of our common stock offered by this prospectus. Because the selling shareholders may offer all or some of the shares of our common stock pursuant to this prospectus, and because there are currently no agreements, arrangements or understandings with respect to the sale of any of the shares of our common stock, we cannot estimate the number of shares of our common stock that will be held by the selling shareholders after completion of this offering. However, for purposes of this table, we have assumed that, after completion of the offering pursuant to this prospectus, none of the shares of our common stock covered by this prospectus will be held by the selling shareholders.

(4) Additional selling shareholders not named in the prospectus will not be able to use the prospectus for resales until they are named in the selling shareholder table by prospectus supplement or post-effective amendment. Transferees, successors and donees of identified selling shareholders will not be able to use this prospectus for resales until they are named in the selling shareholders table by prospectus supplement or post-effective amendment. If required, we will add transferees, successors and donees by additional prospectus supplement in instances where the transferee, successor or donee has acquired its shares from holders named in the prospectus or prospectus supplement after the effective date of this prospectus.

(5) We will issue cash for all fractional shares of our common stock based on the closing sale price of our common stock on the trading day immediately preceding the exchange date.