

DUKE REALTY CORP

Form 4

November 14, 2005

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
Number: 3235-0287
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2005
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(Print or Type Responses)

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

(Last) (First) (Middle)

600 E. 96TH STREET, SUITE 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)
11/09/2005

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	27,265	D	
Common Stock					37,687	I	By Spouse
Common Stock					5,380	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
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SEC 1474
(9-02)

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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 Underlying S (Instr. 3 and	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options-Right to Buy	\$ 24.25	11/09/2005		D ⁽¹⁾			3,612	⁽¹⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 23.5541	11/09/2005		A ⁽¹⁾		3,716		⁽²⁾	01/28/2008	Common Stock
Employee Stock Options-Right to Buy	\$ 23.0625	11/09/2005		D ⁽¹⁾			19,936	⁽¹⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 22.4007	11/09/2005		A ⁽¹⁾		20,513		⁽³⁾	01/26/2009	Common Stock
Employee Stock Options-Right to Buy	\$ 20	11/09/2005		D ⁽¹⁾			28,736	⁽¹⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 19.4261	11/09/2005		A ⁽¹⁾		29,568		⁽⁴⁾	01/25/2010	Common Stock
Employee Stock Options-Right to Buy	\$ 24.98	11/09/2005		D ⁽¹⁾			25,308	⁽¹⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 24.2632	11/09/2005		A ⁽¹⁾		26,041		⁽⁵⁾	01/31/2011	Common Stock
	\$ 23.35	11/09/2005		D ⁽¹⁾			27,074	⁽¹⁾	11/09/2005	

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Employee Stock Options-Right to Buy							Common Stock
Employee Stock Options-Right to Buy	\$ 22.6799	11/09/2005	A ⁽¹⁾	27,858	⁽⁶⁾	01/30/2012	Common Stock
Employee Stock Options-Right to Buy	\$ 25.42	11/09/2005	D ⁽¹⁾	34,184	⁽¹⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 24.6905	11/09/2005	A ⁽¹⁾	35,175	⁽⁷⁾	02/19/2013	Common Stock
Employee Stock Options-Right to Buy	\$ 32.51	11/09/2005	D ⁽¹⁾	26,729	⁽¹⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 31.5771	11/09/2005	A ⁽¹⁾	27,503	⁽⁸⁾	01/28/2014	Common Stock
Employee Stock Options-Right to Buy	\$ 32.33	11/09/2005	D ⁽¹⁾	50,000	⁽¹⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 31.4022	11/09/2005	A ⁽¹⁾	51,449	⁽⁹⁾	02/10/2015	Common Stock
Employee Stock Options-Right to Buy	\$ 30.64	11/09/2005	D ⁽¹⁾	32,602	⁽¹⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 29.7607	11/09/2005	A ⁽¹⁾	33,547	⁽¹⁰⁾	04/27/2015	Common Stock
Phantom Stock Units	⁽¹¹⁾				⁽¹¹⁾	⁽¹¹⁾	Common Stock
Phantom Stock Units	⁽¹²⁾				⁽¹²⁾	⁽¹²⁾	Common Stock

Reporting Owners

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

Signatures

Valerie J. Steffen for Dennis D. Oklak per POA previously filed 11/11/2005

__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 reported transactions are a result of option modifications permitted as a result of the issuer's payment of an extraordinary cash dividend. This modification resulted in a deemed cancellation of the "old" option and the grant of a replacement option.
 - (2) The options were originally granted on 1/28/98 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/28/03.
 - (3) The options were originally granted on 1/26/99 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/26/04.
 - (4) The options were originally granted on 1/25/00 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/25/05.
 - (5) The options were originally granted on 1/31/01 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/31/06.
 - (6) The options were originally granted on 1/30/02 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/30/07.
 - (7) The options were originally granted on 2/19/03 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 2/19/08.
 - (8) The options were originally granted on 1/28/04 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/28/09.
 - (9) The options were originally granted on 2/10/05 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 2/10/10.
 - (10) The options were originally granted on 4/27/05 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 4/27/10.
 - (11) Represents phantom stock units acquired under the Executive Deferred Compensation Plan of Duke Realty Services Limited 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.
 - (12) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.