

Denien Mark A
Form 4
September 29, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Denien Mark A

(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)
09/28/2009

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)
Chief Accounting Officer

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 09/28/2009 | | S | | 1,208 | D | \$ 12.27 |
| Series K Nonconvertible Preferred Stock | | | | | 4,000 | D | |
| Series M Nonconvertible Preferred Stock | | | | | 885 | D | |
| Common Stock | | | | | 7,826 ⁽²⁾ | I | |

By
401(k)
Plan

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

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(9-02)

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options-Right to Buy | \$ 32.7426 | | | | | (3) 07/27/2015 | Common Stock | 5,116 |
| Employee Stock Options-Right to Buy | \$ 34.13 | | | | | (4) 02/10/2016 | Common Stock | 2,241 |
| Employee Stock Options-Right to Buy | \$ 47.88 | | | | | (5) 02/10/2017 | Common Stock | 2,827 |
| Employee Stock Options-Right to Buy | \$ 25.01 | | | | | (6) 12/14/2017 | Common Stock | 7,791 |
| Employee Stock Options-Right to Buy | \$ 23.34 | | | | | (7) 02/10/2018 | Common Stock | 8,407 |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Denien Mark A
600 E 96TH ST, #100
INDIANAPOLIS, IN 46240

Chief Accounting Officer

Signatures

Tracy Swearingen for Mark A. Denien per POA prev.
filed.

09/29/2009

__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) Between August 11, 2009 and September 28, 2009, the Reporting Person acquired 110 shares of DRE common stock through dividend reinvestment.
 - (2) Between August 11, 2009 and September 28, 2009, the Reporting Person acquired 114 shares of DRE's common stock under the Company's 401(k) plan.
 - (3) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 7/27/2010.
 - (4) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
 - (5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
 - (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 12/14/2012
 - (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.

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.