

DUKE REALTY CORP
Form 4
February 04, 2003

FORM 4

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

OMB APPROVAL

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
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1. Name and Address of Reporting Person* Linville III, William E. (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 Corporation (DRE)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President - Midwest	
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 2/4/03		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
5. If Amendment, Date of Original (Month/Day/Year)					

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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	5/28/02		G	V	1,128	D	\$26.8200	87,100	D	
Common Stock	5/28/02		G	V	1,128	A	\$26.8200	12,270	I	By Spouse's Trust
Common Stock								238	I	By Spouse's IRA
Common Stock								3,951	I	By 401(K) Plan
Common Stock								1,500	I	By Sons

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 (A) or Disposed of (D) (Instr. 3, 4 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Employee Stock Options-Right to Buy ⁽¹⁾	\$24.2500							1/28/99	1/28/08	Common Stock	23,699		23,699	D	
Employee Stock Options-Right to Buy ⁽²⁾	\$23.0625							1/26/00	1/26/09	Common Stock	9,968		9,968	D	
Employee Stock Options-Right to Buy ⁽³⁾	\$20.0000							1/25/01	1/25/10	Common Stock	17,241		17,241	D	
Employee Stock Options-Right to Buy ⁽⁴⁾	\$24.9800							1/31/02	1/31/11	Common Stock	27,608		27,608	D	
Employee Stock Options-Right to Buy ⁽⁵⁾	\$23.3500							1/30/03	1/30/12	Common Stock	27,074		27,074	D	
Phantom Stock Units ⁽⁶⁾	1 for 1							⁽⁶⁾	None	Common Stock	5,155		5,155	D	
Phantom Stock Units ⁽⁷⁾	1 for 1							⁽⁷⁾	None	Common Stock	5,212		5,212	D	

Explanation of Responses:

(1) The Stock Options vested at 20% per year and were fully vested on 1/28/03.

(2) The Stock Options vest at 20% per year and will be fully vested on 1/26/04.

(3) The Stock Options vest at 20% per year and will be fully vested on 1/25/05.

(4) The Stock Options vest at 20% per year and will be fully vested on 1/31/06.

(5) The Stock Options vest at 20% per year and will be fully vested on 1/30/07.

(6) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. The units are to be settled in cash upon the Reporting Person's termination of employment.

(7) Represents phantom stock units accrued under the Executive Deferred Compensation Plan of Duke Realty Services Limited Partnership. The units are to be settled in cash upon the Reporting Person's termination of employment.

By: /s/ **James R. Windmiller**

William E. Linville, III by **James R. Windmiller** per

February 4, 2003

Date

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POA prev. filed

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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