

DUKE REALTY CORP  
Form 4  
October 03, 2005

**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 \*  
MCCOY WILLIAM O

(Last) (First) (Middle)

1450 RALEIGH ROAD, SUITE 300

(Street)

CHAPEL HILL,, NC 27517

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DUKE REALTY CORP [DRE]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/03/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 22,054 <sup>(1)</sup>   | D  |                                   |
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 15,599  | I  | By Spouse                         |

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Options-Right to Buy        | \$ 18.2065   |                                      |  |                                |   | <u>(2)</u>   | 12/31/2005  | Common Stock | 4,140                      |
| Employee Stock Options-Right to Buy        | \$ 24.0942   |                                      |  |                                |   | <u>(2)</u>   | 12/31/2006  | Common Stock | 4,140                      |
| Employee Stock Options-Right to Buy        | \$ 23.1884   |                                      |  |                                |   | <u>(2)</u>   | 12/31/2007  | Common Stock | 4,140                      |
| Employee Stock Options-Right to Buy        | \$ 20.4257   |                                      |  |                                |   | <u>(2)</u>   | 12/31/2008  | Common Stock | 6,900                      |
| Employee Stock Options-Right to Buy        | \$ 20  |                                      |  |                                |   | <u>(3)</u>   | 01/25/2010  | Common Stock | 2,500                      |
| Employee Stock Options-Right to Buy        | \$ 24.98   |                                      |  |                                |   | <u>(4)</u>   | 01/31/2011  | Common Stock | 2,500                      |
| Employee Stock Options-Right to Buy        | \$ 23.35   |                                      |  |                                |   | <u>(5)</u>   | 01/30/2012  | Common Stock | 2,500                      |
| Employee Stock Options-Right to Buy        | \$ 24.9  |                                      |  |                                |   | <u>(6)</u>   | 01/29/2013  | Common Stock | 2,500                      |
|  | \$ 32.51   |                                      |  |                                |   | <u>(7)</u>   | 01/28/2014  |              | 2,500                      |

|                                     |             |            |   |     |             |             |  |              |       |
|-------------------------------------|-------------|------------|---|-----|-------------|-------------|--|--------------|-------|
| Employee Stock Options-Right to Buy |             |            |   |     |             |             |  | Common Stock |       |
| Phantom Stock Units                 | <u>(8)</u>  | 10/03/2005 | A | 400 | <u>(8)</u>  | <u>(8)</u>  |  | Common Stock | 400   |
| Phantom Stock Units                 | <u>(10)</u> |            |   |     | <u>(10)</u> | <u>(10)</u> |  | Common Stock | 1,822 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MCCOY WILLIAM O<br>1450 RALEIGH ROAD, SUITE 300<br>CHAPEL HILL,, NC 27517 |               |           | X       |       |

## Signatures

Valerie J. Steffen for William O. McCoy per POA previously filed 10/03/2005

\*\*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) Between July 28, 2005 and October 2, 2005, the Reporting Person acquired 12 shares of DRE stock through dividend reinvestment.
- (2) The Stock Options were fully vested on the grant date.
- (3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/05.
- (4) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/31/06.
- (5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.
- (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/29/08.
- (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/09.

(8) Represents phantom stock units accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. Between July 28, 2005 and October 2, 2005, the Reporting Person acquired 172 phantom stock units through dividend reinvestment. The units are valued on a one to one basis to the Company's common stock and are to be settled in cash and stock upon the Reporting Person's termination as a director of the Issuer.

(9) Represents shares issued through the 2005 Non-Employee Directors Compensation Plan.

(10) Represents phantom stock units accrued under the Weeks Corporation 1998 Deferred Compensation Plan. Between July 28, 2005 and October 2, 2005, the Reporting Person acquired 26 phantom stock units through dividend reinvestment. All amounts accrued under the plan are to be paid in cash upon the Reporting Person's termination as a director of the Issuer.

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.