

DUKE REALTY CORP
Form 4
February 20, 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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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*			2. Issuer Name and Ticker or Trading Symbol Duke Realty Corporation (DRE)				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Feinsand, Howard L. (Last) (First) (Middle) 3950 Shackelford Road, Suite 300 (Street) Duluth,, GA 30096-8268 (City) (State) (Zip)			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 2/19/03		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) — Other (specify below) <u>Executive Vice President and General Counsel</u>			
					5. If Amendment, Date of Original (Month/Day/Year)		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			
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 Transaction(s) (Instr. 3 & 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock							103,824	D		
Common Stock							740	I	By 401 (K) Plan ⁽¹⁾	

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	2. Conversion or Exercise Price of	3. Transaction Date	3A. Deemed Execution Date,	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially	10. Ownership Form	11. Nature of Indirect Beneficial Ownership
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(Instr. 3)	Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	(Instr. 8)				Year	(Instr. 3 & 4)		Owned Following Reported Transaction(s) (Instr. 4)	of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	(Instr.)	
				(Acquired (A) or Disposed of (D))	(Instr. 3, 4 & 5)	Code	V		Date Exer-cisable	Expira-tion Date				Title
Employee Stock Options-Right to Buy ⁽²⁾	\$23.0625							1/26/99	1/26/09	Common Stock	7,500	7,500	D	
Employee Stock Options-Right to Buy ⁽³⁾	\$21.6875							8/9/00	8/9/09	Common Stock	30,000	30,000	D	
Employee Stock Options-Right to Buy ⁽⁴⁾	\$20.0000							1/25/01	1/25/10	Common Stock	28,736	28,736	D	
Employee Stock Options-Right to Buy ⁽⁵⁾	\$24.9800							1/31/02	1/31/11	Common Stock	20,706	20,706	D	
Employee Stock Options-Right to Buy ⁽⁶⁾	\$23.3500							1/30/03	1/30/12	Common Stock	22,152	22,152	D	
Employee Stock Options-Right to Buy ⁽⁷⁾	\$25.4200	2/19/03			A	11,937		2/19/04	2/19/13	Common Stock	11,937	11,937	D	
Phantom Stock Units ⁽⁸⁾	1 for 1							⁽⁸⁾	None	Common Stock	4,511	4,511	D	

Explanation of Responses:

(1) Between February 1, 2003 and February 19, 2003, the Reporting Person acquired 30 shares of DRE's common stock under the Company 401(K) plan.

(2) The Stock Options were fully vested at date of grant.

(3) The Stock Options vest at 20% per year and will be fully vested on 8/9/04.

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

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

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

(7) The Stock Options vest at 20% per year and will be fully vested on 2/19/08.

(8) 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.

By: /s/ **James R. Windmiller**
Howard L. Feinsand by **James R. Windmiller** per
POA prev. filed
 **Signature of Reporting Person

February 20, 2003
Date

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

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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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