

DUKE REALTY CORP
Form 4
February 14, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
COHOAT MATTHEW A

(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)
01/26/2005

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)
EVP & CFO

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/18/2004		G	V 325 D \$ 0	63,268	D	
Common Stock	08/19/2004		G	V 325 D \$ 0	63,315 ⁽¹⁾	D	
Common Stock					4,377 ⁽²⁾	I	By 401(K) Plan
Common Stock					1,178	I	By Children

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options-Right to Buy	\$ 20					<u>(3)</u>	01/25/2010	Common Stock	5,1
Employee Stock Options-Right to Buy	\$ 24.98					<u>(4)</u>	01/31/2011	Common Stock	7,4
Employee Stock Options-Right to Buy	\$ 23.35					<u>(5)</u>	01/30/2012	Common Stock	5,9
Employee Stock Options-Right to Buy	\$ 25.42					<u>(6)</u>	02/19/2013	Common Stock	5,4
Employee Stock Options-Right to Buy	\$ 32.51					<u>(7)</u>	01/28/2014	Common Stock	7,0
Employee Stock Options-Right to Buy	\$ 32.33	02/10/2005		A	28,578	<u>(8)</u>	02/10/2015	Common Stock	28,5
Phantom Stock Units	<u>(9)</u>	01/26/2005		A	1,938	<u>(9)</u>	<u>(9)</u>	Common Stock	1,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHOAT MATTHEW A 600 E. 96TH STREET, SUITE 100 INDIANAPOLIS,, IN 46240			EVP & CFO	

Signatures

Valerie J. Steffen for Matthew A. Cohoat per POA
attached

02/14/2005

__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 August 2, 2004 and February 10, 2005, the Reporting Person acquired 372 shares of DRE's common stock through purchases and dividend reinvestment in the Company's Employee Stock Purchase Plan.
 - (2) Between August 2, 2004 and February 10, 2005, the Reporting Person acquired 130 shares of DRE's common stock under the Company's 401(k) plan.
 - (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 2/19/08.
 - (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/09.
 - (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/10.
- Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between August 2, 2004 and
- (9) February 10, 2005, the Reporting Person acquired 302 phantom stock units through dividend reinvestment. The units are valued on a one to one basis of 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.