

CONNOR JAMES B
Form 4
November 16, 2005

FORM 4

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

OMB APPROVAL

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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 *
CONNOR JAMES B

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4225 NAPERVILLE ROAD, SUITE 150

3. Date of Earliest Transaction (Month/Day/Year)
11/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Regional EVP, Chicago

(Street)
LISLE, IL 60532

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/15/2005		A		2,661	A	11,371
Common Stock						I	2,143
							By 401(k) Plan

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)

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	\$ 23.7362					<u>(2)</u>	04/20/2008	Common Stock	5,145
Employee Stock Options-Right to Buy	\$ 22.4007					<u>(3)</u>	01/26/2009	Common Stock	12,307
Employee Stock Options-Right to Buy	\$ 19.4261					<u>(4)</u>	01/25/2010	Common Stock	14,783
Employee Stock Options-Right to Buy	\$ 24.2632					<u>(5)</u>	01/31/2011	Common Stock	11,836
Employee Stock Options-Right to Buy	\$ 22.6799					<u>(6)</u>	01/30/2012	Common Stock	14,181
Employee Stock Options-Right to Buy	\$ 24.6905					<u>(7)</u>	02/19/2013	Common Stock	12,097
Employee Stock Options-Right to Buy	\$ 31.5771					<u>(8)</u>	01/28/2014	Common Stock	17,463
Employee Stock Options-Right	\$ 31.4022					<u>(9)</u>	02/10/2015	Common Stock	27,144

to Buy

Phantom Stock Units	(10)	(10)	(10)	Common Stock	1,747
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CONNOR JAMES B 4225 NAPERVILLE ROAD, SUITE 150 LISLE, IL 60532			Regional EVP, Chicago	

Signatures

Valerie J. Steffen for James B. Connor per POA previously filed	11/16/2005
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__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) Represents an award of restricted stock units pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
 - (2) The Stock Options vested annually at a rate of 20% per year and were fully vested on 4/20/03.
 - (3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/26/04.
 - (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/05.
 - (5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/31/06.
 - (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.
 - (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/19/08.
 - (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/09.
 - (9) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/10.
 - (10) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. 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.