

DUKE REALTY CORP

Form 4

November 14, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FEINSAND HOWARD L

(Last) (First) (Middle)

**3950 SHACKLEFORD ROAD,
SUITE 300**

(Street)

DULUTH,, GA 30096-8268

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2005

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) below)

EVP, General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock					35,523	D	
Common Stock					1,511 ⁽¹⁾	I	By 401 (K) Plan

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 A Underlying S (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options-Right to Buy	\$ 23.0625	11/09/2005		D ⁽²⁾			7,500	⁽²⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 22.4007	11/09/2005		A ⁽²⁾		7,717		⁽³⁾	01/26/2009	Common Stock
Employee Stock Options-Right to Buy	\$ 21.6875	11/09/2005		D ⁽²⁾			30,000	⁽²⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 21.0651	11/09/2005		A ⁽²⁾		30,869		⁽⁴⁾	08/09/2009	Common Stock
Employee Stock Options-Right to Buy	\$ 20	11/09/2005		D ⁽²⁾			28,736	⁽²⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 19.4261	11/09/2005		A ⁽²⁾		29,569		⁽⁵⁾	01/25/2010	Common Stock
Employee Stock Options-Right to Buy	\$ 24.98	11/09/2005		D ⁽²⁾			20,706	⁽²⁾	11/09/2005	Common Stock
Employee Stock Options-Right to Buy	\$ 24.2632	11/09/2005		A ⁽²⁾		21,306		⁽⁶⁾	01/31/2011	Common Stock
Employee Stock Options-Right	\$ 23.35	11/09/2005		D ⁽²⁾			22,152	⁽²⁾	11/09/2005	Common Stock

to Buy

Employee

Stock

Options-Right

to Buy

\$ 22.6799

11/09/2005

A⁽²⁾

22,794

(7)

01/30/2012

Common
Stock

Employee

Stock

Options-Right

to Buy

\$ 25.42

11/09/2005

D⁽²⁾

11,937

(2)

11/09/2005

Common
Stock

Employee

Stock

Options-Right

to Buy

\$ 24.6905

11/09/2005

A⁽²⁾

12,282

(8)

02/19/2013

Common
Stock

Employee

Stock

Options-Right

to Buy

\$ 32.51

11/09/2005

D⁽²⁾

9,334

(2)

11/09/2005

Common
Stock

Employee

Stock

Options-Right

to Buy

\$ 31.5771

11/09/2005

A⁽²⁾

9,604

(9)

01/28/2014

Common
Stock

Employee

Stock

Options-Right

to Buy

\$ 32.33

11/09/2005

D⁽²⁾

15,169

(2)

11/09/2005

Common
Stock

Employee

Stock

Options-Right

to Buy

\$ 31.4022

11/09/2005

A⁽²⁾

15,608

(10)

02/10/2015

Common
Stock

Phantom

Stock Units

(11)

(11)

(11)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FEINSAND HOWARD L 3950 SHACKLEFORD ROAD, SUITE 300 DULUTH,, GA 30096-8268			EVP, General Counsel	

Signatures

Valerie J. Steffen for Howard L. Feinsand per POA previously
filed

11/14/2005

**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 April 27, 2005 and November 11, 2005, the Reporting Person acquired 178 shares of DRE's common stock under the Company's 401(k) plan.
- (2) The reported transactions are a result of option modifications permitted as a result of the issuer's payment of an extraordinary cash dividend. This modification resulted in a deemed cancellation of the "old" option and the grant of a replacement option.
- (3) The options were originally granted on 1/26/99 and were fully vested on the grant date.
- (4) The options were originally granted on 8/9/99 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 8/9/04.
- (5) The options were originally granted on 1/25/00 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/25/05.
- (6) The options were originally granted on 1/31/01 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/31/06.
- (7) The options were originally granted on 1/30/02 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/30/07.
- (8) The options were originally granted on 2/19/03 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 2/19/08.
- (9) The options were originally granted on 1/28/04 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/28/09.
- (10) The options were originally granted on 2/10/05 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 2/10/10.
- (11) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between April 28, 2005 and November 11, 2005, the Reporting Person acquired 366 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 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.

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