

DUKE REALTY CORP
Form 4
September 23, 2008

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 *
Denien Mark A

(Last) (First) (Middle)
600 E 96TH ST, #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)
09/19/2008

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)
Chief Accounting Officer

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 | | | | | 2,958 ⁽¹⁾ | D | |
| Series M Nonconvertible Preferred Stock | 09/19/2008 | | P | | 885 | A | \$ 16.94 |
| Common Stock | | | | | 1,458 ⁽²⁾ | 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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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 Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options-Right to Buy | \$ 32.7426 | | | | (3) | 07/27/2015 | Common Stock | 5,116 |
| Employee Stock Options-Right to Buy | \$ 34.13 | | | | (4) | 02/10/2016 | Common Stock | 2,241 |
| Employee Stock Options-Right to Buy | \$ 47.88 | | | | (5) | 02/10/2017 | Common Stock | 2,827 |
| Employee Stock Options-Right to Buy | \$ 25.01 | | | | (6) | 12/14/2017 | Common Stock | 7,791 |
| Employee Stock Options-Right to Buy | \$ 23.34 | | | | (7) | 02/10/2018 | Common Stock | 8,407 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------------|--|
| Denien Mark A 600 E 96TH ST, #100 | Director 10% Owner Officer Chief Accounting Officer |

INDIANAPOLIS, IN 46240

Signatures

Tracy Swearingen for Mark A. Denien per POA prev.
filed.

09/23/2008

__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 29, 2008 and September 23, 2008, the Reporting Person acquired 56 shares of the Company's common stock through dividend reinvestment and 66 shares through the Company's Employee Stock Purchase Plan.
- (2) Between July 29, 2008 and September 23, 2008, the Reporting Person acquired 61 shares of DRE's common stock under the Company's 401(k) plan.
- (3) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 7/27/2010.
- (4) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
- (5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
- (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 12/14/2012
- (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.

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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