

DUKE REALTY CORP

Form 4

May 01, 2006

**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

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Number: 3235-0287  
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2005  
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response... 0.5

(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)  
**04/27/2006**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 03/13/2006                              |                                                             | G                                    | 1,415 D                                                                 | \$ 0 37,923                                                                                                        | D                                                                    |                                         |
| Common<br>Stock                       | 04/27/2006                              |                                                             | F                                    | 107 <sup>(1)</sup> D                                                    | \$ 35.46 37,927 <sup>(2)</sup>                                                                                     | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 1,682 <sup>(3)</sup>                                                                                               | I                                                                    | By 401<br>(K) Plan                      |

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**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                             | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 22.4007                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(4)</u> 01/26/2009                                          | Common<br>Stock 7,718                                               |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 21.0651                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(5)</u> 08/09/2009                                          | Common<br>Stock 30,870                                              |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 19.4261                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(6)</u> 01/25/2010                                          | Common<br>Stock 29,569                                              |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 24.2632                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(7)</u> 01/31/2011                                          | Common<br>Stock 21,306                                              |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 22.6799                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(8)</u> 01/30/2012                                          | Common<br>Stock 22,794                                              |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 24.6905                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(9)</u> 02/19/2013                                          | Common<br>Stock 12,283                                              |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 31.5771                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(10)</u> 01/28/2014                                         | Common<br>Stock 9,605                                               |
|                                                     | \$ 31.4022                                                            |                                         |                                                             |                                         |                                                                                                                       | <u>(11)</u> 02/10/2015                                         | 15,609                                                              |

|                                              |          |      |            |                 |        |
|----------------------------------------------|----------|------|------------|-----------------|--------|
| Employee<br>Stock<br>Options-Right<br>to Buy |          |      |            | Common<br>Stock |        |
| Employee<br>Stock<br>Options-Right<br>to Buy | \$ 34.13 | (12) | 02/10/2016 | Common<br>Stock | 25,109 |
| Phantom<br>Stock Units                       | (13)     | (13) | (13)       | Common<br>Stock | 11,116 |

## Reporting Owners

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

## Signatures

Valerie J. Steffen for Howard L. Feinsand per POA previously filed 04/28/2006

\_\_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 shares withheld for taxes upon the vesting of restricted stock units granted pursuant to Rule 16b-3 of Section 16b of the Securities Exchange Act of 1934.
- (2) Between January 27, 2006 and April 28, 2006, the Reporting Person acquired 111 shares of the Company's common stock through dividend reinvestment.
- (3) Between January 27, 2006 and April 28, 2006, the Reporting Person acquired 104 shares of DRE's common stock under the Company's 401(k) plan.
- (4) The Stock Options were fully vested at date of grant.
- (5) The Stock Options vested at 20% per year and were fully vested on 8/9/04.
- (6) The Stock Options vested at 20% per year and were fully vested on 1/25/05.
- (7) The Stock Options vested at 20% per year and were fully vested on 1/31/06.
- (8) The Stock Options vest at 20% per year and will be fully vested on 1/30/07.
- (9) The Stock Options vest at 20% per year and will be fully vested on 2/19/08.
- (10) The Stock Options vest at 20% per year and will be fully vested on 1/28/09.
- (11) The Stock Options vest at 20% per year and will be fully vested on 2/10/10.
- (12) The Stock Options vest at 20% per year and will be fully vested on 2/10/11.
- (13) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between January 27, 2006 and April 28, 2006, the Reporting Person acquired 178 phantom stock units through dividend reinvestment. The units are valued on a

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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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