

DUKE REALTY CORP  
Form 8-K  
May 08, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): **May 5, 2008**

**DUKE REALTY CORPORATION**

(Exact name of registrant specified in its charter)

**Indiana**  
(State of  
Formation)

**1-9044**  
(Commission  
File Number)

**35-1740409**  
(IRS Employer  
Identification No.)

**600 East 96th Street**

**Suite 100**

**Indianapolis, IN 46240**

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code: **(317) 808-6000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry Into a Material Definitive Agreement.**

On May 5, 2008, Duke Realty Corporation, an Indiana corporation ( "Duke" ), and Duke Realty Limited Partnership, an Indiana limited partnership (the "Operating Partnership" ) of which Duke is the sole General Partner, entered into a Terms Agreement (including the related Underwriting Agreement, dated as of August 17, 2006, attached as Annex A thereto and made a part thereof, the "Terms Agreement" ) with Wachovia Capital Markets, LLC (the "Underwriter" ), pursuant to which the Underwriter agreed to purchase from the Operating Partnership \$325,000,000 aggregate principal amount of the Operating Partnership's 6.25% Senior Notes due 2013 (the "Notes" ). The Notes were registered with the Securities and Exchange Commission (the "Commission" ) pursuant to Duke's and the Operating Partnership's automatic shelf registration statement on Form S-3 (Registration Statement No. 333-136173-01) (as the same may be amended and/or supplemented, the "Registration Statement" ), under the Securities Act of 1933, as amended (the "Securities Act" ).

Pursuant to General Instruction F to the Commission's Form 8-K, a copy of the Terms Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K (this "Report" ), and the information in the Terms Agreement is incorporated into this Item 1.01 by this reference.

On May 8, 2008, the Operating Partnership completed the issuance and sale of the Notes. The Notes were issued under the Indenture, dated as of July 28, 2006 (the "Indenture" ), as supplemented by the Fourth Supplemental Indenture, dated as of May 8, 2008 (the "Fourth Supplemental Indenture" ), by and between the Operating Partnership and The Bank of New York Trust Company, N.A. (as successor to J.P. Morgan Trust Company, National Association), as Trustee.

The Indenture previously was filed with the Commission on July 31, 2006, as Exhibit 4.1 to the Registration Statement. A conformed copy of the Fourth Supplemental Indenture is incorporated into this Report as Exhibit 4.1, by this reference to Exhibit 4.1 to the Operating Partnership's Current Report on Form 8-K filed with the Commission on May 8, 2008.

The material terms of the Notes are described in the Operating Partnership's prospectus supplement, dated May 5, 2008, as filed with the Commission on May 6, 2008 pursuant to Rule 424(b)(5) of the Securities Act, which relates to the offer and sale of the Notes and supplements the Operating Partnership's prospectus, dated August 3, 2007, contained in the Registration Statement. The description of the Notes is qualified in its entirety by reference to the previously filed Indenture and the conformed copy of the Fourth Supplemental Indenture incorporated by reference into this Report, which govern the Notes.

**Item 9.01. Financial Statements and Other Exhibits**

The following exhibits are filed with this Report pursuant to Item 601 of the Commission's Regulation S-K in lieu of filing the otherwise required exhibits to the Registration Statement. This Report is incorporated by reference into the Registration Statement, and, as such, the Company is incorporating by reference the exhibits to this Report to cause them to be incorporated by reference into the Registration Statement as exhibits thereto. By filing this Report,



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and the exhibits hereto, however, neither the Company nor the Operating Partnership believe that any of the information set forth herein or in the exhibits hereto represent, either individually or in the aggregate, a fundamental change (as such term is used in Item 512(a)(1)(ii) of the Commission's Regulation S-K) in the information set forth in, and incorporated by reference into, the Registration Statement.

Exhibit Number	Description
1.1	Terms Agreement, dated as of May 5, 2008 (including the related Underwriting Agreement, dated as of August 17, 2006, attached as Annex A thereto and made a part thereof), by and among Duke Realty Corporation, Duke Realty Limited Partnership, and Wachovia Capital Markets, LLC (incorporated herein by reference to Exhibit 1.1 to the Current Report on Form 8-K of Duke Realty Limited Partnership, filed with the Commission on May 8, 2008).
4.1	Fourth Supplemental Indenture, dated as of May 8, 2008, by and between Duke Realty Limited Partnership and The Bank of New York Trust Company, N.A. (as successor to J.P. Morgan Trust Company, National Association), including the form of global note evidencing the 6.25% Senior Notes due 2013 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K of Duke Realty Limited Partnership, filed with the Commission on May 8, 2008).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**DUKE REALTY CORPORATION**

By: /s/ Howard L. Feinsand  
Name: Howard L. Feinsand  
Title: Executive Vice President, General  
Counsel and Corporate Secretary

Date: May 8, 2008