

DUKE REALTY CORP
Form 4
March 12, 2007

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 *
COHOAT MATTHEW 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)
03/09/2007

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)
EVP & CFO

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/10/2007		F	230 ⁽¹⁾ D \$ 47.88	75,535	D	
Common Stock	03/09/2007		S	540 D \$ 43.5	75,259 ⁽²⁾	D	
Common Stock					5,438	I	By 401(K) Plan
Common Stock					1,178	I	By Children

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

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(9-02)

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options-Right to Buy	\$ 19.4261					<u>(3)</u>	01/25/2010	Common Stock	4,000
Employee Stock Options-Right to Buy	\$ 24.2632					<u>(4)</u>	01/31/2011	Common Stock	7,671
Employee Stock Options-Right to Buy	\$ 22.6799					<u>(5)</u>	01/30/2012	Common Stock	6,079
Employee Stock Options-Right to Buy	\$ 24.6905					<u>(6)</u>	02/19/2013	Common Stock	5,583
Employee Stock Options-Right to Buy	\$ 31.5771					<u>(7)</u>	01/28/2014	Common Stock	7,276
Employee Stock Options-Right to Buy	\$ 31.4022					<u>(8)</u>	02/10/2015	Common Stock	29,407
Employee Stock	\$ 34.13					<u>(9)</u>	02/10/2016	Common Stock	34,873

Options-Right to Buy					
Employee Stock Options-Right to Buy	\$ 47.88	(10)	02/10/2017	Common Stock	32,620
Phantom Stock Units	(11)	(11)	(11)	Common Stock	9,436

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHOAT MATTHEW A 600 E. 96TH ST, #100 INDIANAPOLIS,, IN 46240			EVP & CFO	

Signatures

Tracy D. Swearingen for Matthew A. Cohoat per POA prev.
filed. 03/12/2007

__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 February 2, 2007 and March 12, 2007, the Reporting Person acquired 108 shares of the Company's common stock through dividend reinvestment and 156 shares through the Company's Employee Stock Purchase Plan.
- (3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/05.
- (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/31/06.
- (5) The Stock Options vest annually at a rate of 20% per year and were fully vested on 1/30/07.
- (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/19/08.
- (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/09.
- (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/10.
- (9) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/11.
- (10) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.

Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between December 14, 2006 and March 12, 2007, the Reporting Person acquired 141 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 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.