

DUKE REALTY CORP
Form 5
February 13, 2009

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
OKLAK DENNIS D

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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)
Chairman and CEO

6. Individual or Joint/Group Reporting

(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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|-----------------------------------|
| Common Stock | 01/23/2008 | Â | G | 21,312 | D | \$ 23.63 | 73,554 | D | Â |
| Common Stock | 05/19/2008 | Â | G | 1,230 | D | \$ 26.74 | 72,324 | D | Â |
| Common Stock | 01/23/2008 | Â | G | 21,312 | A | \$ 23.63 | 50,728 | I | By Spouse |
| Common Stock | 05/19/2008 | Â | G | 1,230 | A | \$ 26.74 | 51,958 | I | By Spouse |

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Common Stock Â Â Â Â Â 7,370 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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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Options - Right to Buy | \$ 19.4261 | Â | Â | Â | Â Â Â ⁽¹⁾ | 01/25/2010 | Common Stock 29,570 |
| Employee Stock Options - Right to Buy | \$ 24.2632 | Â | Â | Â | Â Â Â ⁽²⁾ | 01/31/2011 | Common Stock 26,042 |
| Employee Stock Options - Right to Buy | \$ 22.6799 | Â | Â | Â | Â Â Â ⁽³⁾ | 01/30/2012 | Common Stock 27,859 |
| Employee Stock Options - Right to Buy | \$ 24.6905 | Â | Â | Â | Â Â Â ⁽⁴⁾ | 02/19/2013 | Common Stock 35,175 |
| Employee Stock Options - Right to Buy | \$ 31.5771 | Â | Â | Â | Â Â Â ⁽⁵⁾ | 01/28/2014 | Common Stock 27,504 |
| | \$ 31.4022 | Â | Â | Â | Â Â Â ⁽⁶⁾ | 02/10/2015 | |

| | | | | | | | | | | | |
|---------------------------------------|------------|---|---|---|---|---|---|--------|--------------|--------------|---------|
| Employee Stock Options - Right to Buy | | | | | | | | | Common Stock | | |
| Employee Stock Options - Right to Buy | \$ 29.7607 | Â | Â | Â | Â | Â | Â | Â (7) | 04/27/2015 | Common Stock | 33,547 |
| Employee Stock Options - Right to Buy | \$ 34.13 | Â | Â | Â | Â | Â | Â | Â (8) | 02/10/2016 | Common Stock | 106,015 |
| Employee Stock Options - Right to Buy | \$ 47.88 | Â | Â | Â | Â | Â | Â | Â (9) | 02/10/2017 | Common Stock | 86,987 |
| Employee Stock Options - Right to Buy | \$ 23.34 | Â | Â | Â | Â | Â | Â | Â (10) | 02/10/2018 | Common Stock | 330,594 |
| Phantom Stock Units | Â | Â | Â | Â | Â | Â | Â | Â (11) | Â (11) | Common Stock | 54,028 |
| Phantom Stock Units | Â | Â | Â | Â | Â | Â | Â | Â (12) | Â (12) | Common Stock | 27,701 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OKLAK DENNIS D 600 E 96TH ST, #100 INDIANAPOLIS, IN 46240 | Â X | Â | Â Chairman and CEO | Â |

Signatures

Tracy D. Swearingen for Dennis D. Oklak per POA prev. filed. 02/13/2009

__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) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/2005.

(2) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/31/2006.

(3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/30/2007.

(4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/19/2008.

(5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/2009.

(6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2010.

(7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 4/27/2010.

(8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.

(9) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.

(10) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.

(11) Represents phantom stock units accrued under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership. 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.

(12) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. 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 provided 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.