

Denien Mark A
Form 4
June 08, 2010

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)
06/07/2010

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 | 06/07/2010 | | A | | 6,741 | A | \$ 0 (1) |
| Series K Nonconvertible Preferred Stock | | | | | | | 20,343 (2) |
| Series M Nonconvertible Preferred Stock | | | | | | | 4,000 |
| | | | | | | | 885 |
| Common Stock | | | | | | | 8,177 (3) |
| | | | | | | | I |
| | | | | | | | By 401(k) Plan |

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Options-Right to Buy | \$ 32.7426 | 06/07/2010 | | D | 5,116 | <u>(4)</u> 07/27/2015 | Common Stock | 5,116 |
| Employee Stock Options-Right to Buy | \$ 34.13 | 06/07/2010 | | D | 2,241 | <u>(5)</u> 02/10/2016 | Common Stock | 2,241 |
| Employee Stock Options-Right to Buy | \$ 47.88 | 06/07/2010 | | D | 2,827 | <u>(6)</u> 02/10/2017 | Common Stock | 2,827 |
| Employee Stock Options-Right to Buy | \$ 25.01 | 06/07/2010 | | D | 7,791 | <u>(7)</u> 12/14/2017 | Common Stock | 7,791 |
| Employee Stock Options-Right to Buy | \$ 23.34 | 06/07/2010 | | D | 8,407 | <u>(8)</u> 02/10/2018 | Common Stock | 8,407 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |

Denien Mark A
600 E 96TH ST, #100
INDIANAPOLIS, IN 46240

Chief Accounting Officer

Signatures

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

06/08/2010

__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).

- On June 7, 2010, the issuer canceled, pursuant to the issuer's option exchange program, options granted to the reporting person on: July 27, 2005, February 10, 2006, February 10, 2007, December 14, 2007 and February 10, 2008 . In exchange for the options, the reporting person received 6,741 restricted stock units as reported in Table I.
- (1) Between February 12, 2010 and June 8, 2010, the Reporting Person acquired 395 shares of DRE common stock through dividend reinvestment.
 - (2) Between February 12, 2010 and June 8, 2010, the Reporting Person acquired 235 shares of DRE's common stock under the Company's 401(k) plan.
 - (3) The canceled Stock Options vested annually at a rate of 20% per year beginning on July 27, 2006.
 - (4) The canceled Stock Options vested annually at a rate of 20% per year beginning on February 10, 2007.
 - (5) The canceled Stock Options vested annually at a rate of 20% per year beginning on February 10, 2008.
 - (6) The canceled Stock Options vested annually at a rate of 20% per year beginning on December 14, 2008.
 - (7) The canceled Stock Options vested annually at a rate of 20% per year beginning on February 10, 2009.

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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