

DUKE REALTY CORP
 Form 4
 February 12, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
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. Date of Earliest Transaction (Month/Day/Year)
 02/10/2014

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 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/10/2014		A	95,167 A \$ 0 ⁽¹⁾	539,423	D	
Common Stock	02/10/2014		F	33,990 ₍₂₎ D \$ 16.14	505,433	D	
Common Stock	02/10/2014		D	48,506 D ₍₃₎	456,927	D	
Common Stock					22,758	I	By Spouse
Common Stock					29,991	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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SEC 1474
(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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Options-Right to Buy	\$ 31.4022					(4) 02/10/2015	Common Stock	51,	
Employee Stock Options-Right to Buy	\$ 29.7607					(5) 04/27/2015	Common Stock	33,	
Employee Stock Options-Right to Buy	\$ 34.13					(6) 02/10/2016	Common Stock	106,	
Employee Stock Options-Right to Buy	\$ 47.88					(7) 02/10/2017	Common Stock	86,	
Employee Stock Options-Right to Buy	\$ 23.34					(8) 02/10/2018	Common Stock	330,	
Phantom Stock Units	(9)	02/10/2014		A	48,506	(9) (9)	Common Stock	48,	
Phantom Stock Units	(10)					(10) (10)	Common Stock	41,	

Reporting Owners

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

Signatures

Tracy D. Swearingen for Dennis D. Oklak per POA prev. filed.

02/12/2014

__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 an award of restricted stock units pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
- (2) 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.
Pursuant to a previous election under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership, upon the vesting of restricted stock units, the Reporting Person deferred the receipt of 48,506 shares of common stock and instead received 48,506 shares of phantom stock.
- (3) Pursuant to a previous election under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership, upon the vesting of restricted stock units, the Reporting Person deferred the receipt of 48,506 shares of common stock and instead received 48,506 shares of phantom stock.
- (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2010.
- (5) The Stock Options vested annually at a rate of 20% per year and were fully vested on 4/27/2010.
- (6) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2011.
- (7) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2012.
- (8) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2013.
- (9) Represents phantom stock units acquired 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 and/or stock upon the Reporting Person's termination of employment.
- (10) 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 stock 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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