

HUNTER DONALD J JR
Form 4
November 14, 2005

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 *
HUNTER DONALD J JR

2. Issuer Name and Ticker or Trading Symbol
DUKE REALTY CORP [DRE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5600 BLAZER PARKWAY, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
11/09/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Regional EVP, Indianapolis

(Street)
DUBLIN, OH 43017

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 13,667 | D | |
| Common Stock | | | | | 80 | I | By Spouse |
| Common Stock | | | | | 428 | 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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number.

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 |
| Units of Duke Realty Limited Partnership | <u>(1)</u> | | | | | 10/04/1994 <u>(1)</u> | Common Stock |
| Employee Stock Options - Right to Buy | \$ 19.4375 | 11/09/2005 | | D <u>(2)</u> | 14,192 | <u>(2)</u> 11/09/2005 | Common Stock |
| Employee Stock Options - Right to Buy | \$ 18.8797 | 11/09/2005 | | A <u>(2)</u> | 14,603 | <u>(3)</u> 01/29/2007 | Common Stock |
| Employee Stock Options - Right to Buy | \$ 21.5625 | 11/09/2005 | | D <u>(2)</u> | 15,000 | <u>(2)</u> 11/09/2005 | Common Stock |
| Employee Stock Options - Right to Buy | \$ 20.9437 | 11/09/2005 | | A <u>(2)</u> | 15,434 | <u>(4)</u> 07/23/2007 | Common Stock |
| Employee Stock Options - Right to Buy | \$ 24.25 | 11/09/2005 | | D <u>(2)</u> | 14,220 | <u>(2)</u> 11/09/2005 | Common Stock |
| Employee Stock Options - Right to | \$ 23.5541 | 11/09/2005 | | A <u>(2)</u> | 14,631 | <u>(5)</u> 01/28/2008 | Common Stock |

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| | | | | | | | | | |
|---|------------|------------|------------------|--------|------------|------------|-----------------|---|--|
| Buy | | | | | | | | | |
| Employee Stock Options - Right to Buy | \$ 23.0625 | 11/09/2005 | D ⁽²⁾ | 17,444 | <u>(2)</u> | 11/09/2005 | Common Stock | 1 | |
| Employee Stock Options - Right to Buy | \$ 22.4007 | 11/09/2005 | A ⁽²⁾ | 17,949 | <u>(6)</u> | 01/26/2009 | Common Stock | 1 | |
| Employee Stock Options - Right to Buy | \$ 20 | 11/09/2005 | D ⁽²⁾ | 17,241 | <u>(2)</u> | 11/09/2005 | Common Stock | 1 | |
| Employee Stock Options - Right to Buy | \$ 19.4261 | 11/09/2005 | A ⁽²⁾ | 17,740 | <u>(7)</u> | 01/31/2010 | Common Stock | 1 | |
| Employee Stock Options - Right to Buy | \$ 24.98 | 11/09/2005 | D ⁽²⁾ | 17,485 | <u>(2)</u> | 11/09/2005 | Common Stock | 1 | |
| Employee Stock Options - Right to Buy | \$ 24.2632 | 11/09/2005 | A ⁽²⁾ | 17,991 | <u>(8)</u> | 01/31/2011 | Common Stock | 1 | |
| Employee Stock Options - Right to Buy | \$ 23.35 | 11/09/2005 | D ⁽²⁾ | 13,783 | <u>(2)</u> | 11/09/2005 | Common Stock | 1 | |
| Employee Stock Options - Right to Buy | \$ 22.6799 | 11/09/2005 | A ⁽²⁾ | 14,182 | <u>(9)</u> | 01/30/2012 | Common Stock | 1 | |
| Employee Stock Options - Right to Buy | \$ 25.42 | 11/09/2005 | D ⁽²⁾ | 11,757 | <u>(2)</u> | 11/09/2005 | Common Stock | 1 | |

| | | | | | | | |
|---------------------------------------|------------|------------|------------------|--------|------|------------|--------------|
| Employee Stock Options - Right to Buy | \$ 24.6905 | 11/09/2005 | A ⁽²⁾ | 12,097 | (10) | 02/19/2003 | Common Stock |
| Employee Stock Options - Right to Buy | \$ 32.51 | 11/09/2005 | D ⁽²⁾ | 9,193 | (2) | 11/09/2005 | Common Stock |
| Employee Stock Options - Right to Buy | \$ 31.5771 | 11/09/2005 | A ⁽²⁾ | 9,459 | (11) | 01/28/2014 | Common Stock |
| Employee Stock Options - Right to Buy | \$ 32.33 | 11/09/2005 | D ⁽²⁾ | 14,289 | (2) | 11/09/2005 | Common Stock |
| Employee Stock Options - Right to Buy | \$ 31.4022 | 11/09/2005 | A ⁽²⁾ | 14,702 | (12) | 02/10/2015 | Common Stock |
| Phantom Stock Units | (13) | | | | (13) | (13) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUNTER DONALD J JR 5600 BLAZER PARKWAY SUITE 100 DUBLIN, OH 43017 | | | Regional EVP, Indianapolis | |

Signatures

Valerie J. Steffen for Donald J. Hunter, Jr. per POA previously filed 11/11/2005

__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).

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- (1) Units of Duke Realty Limited Partnership are convertible on a one to one basis to the Company's common stock and have no expiration date.
- (2) The reported transactions are a result of option modifications permitted as a result of the issuer's payment of an extraordinary cash dividend. This modification resulted in a deemed cancellation of the "old" option and the grant of a replacement option.
- (3) The options were originally granted on 1/29/97 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/29/02.
- (4) The options were originally granted on 7/23/97 and provided for vesting at 20% per year commencing on that date. The options will be fully vested on 7/23/02.
- (5) The options were originally granted on 1/28/98 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/28/03.
- (6) The options were originally granted on 1/26/99 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/26/04.
- (7) The options were originally granted on 1/25/00 and provided for vesting at 20% per year commencing on that date. The options were fully vested on 1/25/05.
- (8) The options were originally granted on 1/31/01 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/31/06.
- (9) The options were originally granted on 1/30/02 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/30/07.
- (10) The options were originally granted on 2/19/03 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 2/19/08.
- (11) The options were originally granted on 1/28/04 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 1/28/09.
- (12) The options were originally granted on 2/10/05 and provide for vesting at 20% per year commencing on that date. The options will be fully vested on 2/10/10.
- (13) 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 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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