

DUKE REALTY CORP  
Form 4  
December 15, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
**KENNEDY STEVEN R**

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)  
**600 E. 96TH ST, #100**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/09/2011**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Construction**

**INDIANAPOLIS, IN 46240**

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)
			Code	V Amount (D) Price			
Common Stock					79,750 <sup>(1)</sup>	D	
Common Stock	12/09/2011		G	V 600 D \$ 11.76	48,217	I	By Trust <sup>(2)</sup>
Common Stock					16,400	I	By the Carla J. Kennedy Revocable Trust <sup>(3)</sup>
Common Stock					4,350	I	By Parent <sup>(4)</sup>

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Common Stock 105 <sup>(5)</sup> 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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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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options-Right to Buy	\$ 22.6799					<u>(6)</u>	01/30/2012	Common Stock	6,078
Employee Stock Options-Right to Buy	\$ 24.6905					<u>(7)</u>	02/19/2013	Common Stock	5,583
Employee Stock Options-Right to Buy	\$ 31.5771					<u>(8)</u>	01/28/2014	Common Stock	7,276
Employee Stock Options-Right to Buy	\$ 31.4022					<u>(9)</u>	02/10/2015	Common Stock	24,883
Employee Stock Options-Right to Buy	\$ 34.13					<u>(10)</u>	02/10/2016	Common Stock	25,109
Employee Stock	\$ 47.88					<u>(11)</u>	02/10/2017	Common Stock	25,092



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