

DUKE REALTY CORP
Form 4
November 18, 2008

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 *
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)
11/15/2008

____ 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)
Common Stock	11/15/2008		F	107 ⁽¹⁾ D	\$ 9.71 18,149 ⁽²⁾	D	
Common Stock	11/15/2008		M	243 D	\$ 9.71 17,906	D	
Common Stock	08/19/2008		G	V 500 D	\$ 24.26 24,532	I	By Trust ⁽³⁾
Common Stock	11/15/2008		M	243 A	\$ 9.71 24,775	I	By Trust ⁽³⁾
Common Stock					16,400	I	By the Carla J. Kennedy

Common Stock	791 ⁽⁵⁾	I	Revocable Trust ⁽⁴⁾ By 401(k) Plan
Common Stock	4,350	I	By Parent ⁽⁶⁾

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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Employee Stock Options-Right to Buy	\$ 19.4261					⁽⁷⁾ 01/25/2010	Common Stock	6,505
Employee Stock Options-Right to Buy	\$ 24.2632					⁽⁸⁾ 01/31/2011	Common Stock	7,766
Employee Stock Options-Right to Buy	\$ 22.6799					⁽⁹⁾ 01/30/2012	Common Stock	6,078
Employee Stock Options-Right to Buy	\$ 24.6905					⁽¹⁰⁾ 02/19/2013	Common Stock	5,583
Employee Stock	\$ 31.5771					⁽¹¹⁾ 01/28/2014	Common Stock	7,276

Options-Right to Buy					
Employee Stock Options-Right to Buy	\$ 31.4022	(12)	02/10/2015	Common Stock	24,883
Employee Stock Options-Right to Buy	\$ 34.13	(13)	02/10/2016	Common Stock	25,109
Employee Stock Options-Right to Buy	\$ 47.88	(14)	02/10/2017	Common Stock	25,092
Employee Stock Options-Right to Buy	\$ 23.34	(15)	02/10/2018	Common Stock	74,384
Phantom Stock Units	(16)	(16)	(16)	Common Stock	13,443

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KENNEDY STEVEN R 600 E. 96TH ST, #100 INDIANAPOLIS, IN 46240			EVP, Construction	

Signatures

Tracy D. Swearingen for Steven R. Kennedy per POA prev.
filed. 11/18/2008

__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 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.
- (2) Between April 30, 2008 and November 18, 2008, the Reporting Person acquired 675 shares of DRE common stock through dividend reinvestment.
- (3) Securities held by the Steven R. Kennedy Revocable Trust Agreement 12/12/05 in which the Reporting Person is the grantor.
- (4) Securities held by the Carla J. Kennedy Revocable Trust Agreement 12/12/05 in which the Reporting Person is the grantor.
- (5) Between April 30, 2008 and November 18, 2008, the Reporting Person acquired 28 shares of DRE's common stock under the Company's 401(k) plan.

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- (6) By Steven Kennedy for investment control of the Doris H. Kennedy Living Trust and other securities held by the Reporting Person's parent. The Reporting Person disclaims any beneficial interest in these shares.
- (7) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/2005.
- (8) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/31/2006.
- (9) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/30/2007.
- (10) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/19/2008.
- (11) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/2009.
- (12) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2010.
- (13) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
- (14) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
- (15) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.

- Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between April 30, 2008 and November 18, 2008, the Reporting Person acquired 541 phantom stock units through dividend reinvestment. 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.
- (16)

Note: File three copies of this Form, one of which must be manually signed. If space 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.