DUKE REALTY CORP

Form 4 May 05, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and AcKENNEDY	•	rting Person *	2. Issuer Name and Ticker or Trading Symbol DUKE REALTY CORP [DRE]	5. Relationship of Reporting Person(s) to Issuer		
(Last) 600 E. 96TH	(First) ST, #100	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/04/2016	(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specify below) EVP, Construction		
(Street) INDIANAPOLIS, IN 46240			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	quired, Disposed of, or Beneficially Owned		

. •		Table	e I - Moli-D	errvauve	Secui	mes Acq	un eu, Disposeu oi	, or benefician	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiton(A) or Di (Instr. 3,	ispose	d of (D)	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					(-)		42,369	D	
Common Stock							27,885	I	By Trust
Common Stock	05/04/2016		S	820	D	\$ 22.14	725	I	By Parent

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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options-Right to Buy	\$ 47.68					(3)	02/10/2017	Common Stock	25,092
Employee Stock Options-Right to Buy	\$ 23.14					<u>(4)</u>	02/10/2018	Common Stock	74,384
Phantom Stock Units	<u>(5)</u>					(5)	<u>(5)</u>	Common Stock	22,507

Reporting Owners

Reporting Owner Name / Addres	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.

05/05/2016

**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) Securities held by the Steven R. Kennedy Revocable Trust Agreement 12/12/05 in which the Reporting Person is the grantor.

(2)

Reporting Owners 2

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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.

- (3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2012.
- (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2013.
- (5) 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 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. 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.