

Connor James B.  
Form 4  
February 12, 2019

# FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

### 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 \*  
Connor James B.

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)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

600 E 96TH ST, #100

02/10/2019

President and CEO

(Street)

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

INDIANAPOLIS, IN 46240

(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)  | Price \$  |  |   |   |  |
| Common Stock                    | 02/10/2019                           |  | F                              | 13,672  | D   | 29.98<br><u>(1)</u>                                      | 191,376   | D   |  |
| Common Stock                    |                                      |  |                                |   |   | 8,653  | I   | By the Linda P. Connor Declaration of Trust dated 6/30/2005 |  |
| Common Stock                    |                                      |  |                                |   |   | 12,641   | 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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(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 |
| Phantom Stock Units                        | (2)  |                                      |  |                                |   | (2)  | (2)   | Common Stock | 14,336                     |
| LTIP Units (3)                             | (3)  | 02/10/2019                           |  | J(4)                           |   | (5)  | (5)   | Common Stock | 14,076                     |
| LTIP Units (3)                             | (3)  | 02/10/2019                           |  | J(4)                           |   | (6)  | (6)   | Common Stock | 16,008                     |
| LTIP Units (3)                             | (3)  | 02/10/2019                           |  | J(4)                           |   | (7)  | (7)   | Common Stock | 7,549                      |
| LTIP Units (3)                             | (3)  | 02/10/2019                           |  | A                              | 43,051  | (8)  | (8)   | Common Stock | 43,051                     |
| LTIP Units (3)                             | (3)  |                                      |  |                                |   | (9)  | (9)   | Common Stock | 31,262                     |
| Units (10)                                 | (10)   | 02/10/2019                           |  | J(4)                           | 37,633  | (10)   | (10)  | Common Stock | 37,633                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Connor James B.<br>600 E 96TH ST, #100<br>INDIANAPOLIS, IN 46240 | X             |           | President and CEO |       |

## Signatures

Tracy Swearingen for James B. Connor per POA prev. filed. 02/12/2019

\*\*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) 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.
- Represents units of limited partnership interest (LTIP Unit) in Duke Realty Limited Partnership (DRLP), of which the Issuer is the general partner, issued as long term incentive compensation pursuant to the Issuer's equity based incentive programs. When earned and vested, each LTIP Unit may be converted into a Common Unit of limited partnership interest in DRLP. Each Common Unit acquired upon the conversion of an LTIP Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. LTIP units are generally not convertible until two years from the date of the grant.
- (3) LTIP Units converted into Common Units of limited partnership interest in DRLP according to terms described above.
- (4) LTIP Units vest in three equal installments beginning on February 10, 2018 and have no expiration date.
- (5) LTIP Units vest in three equal installments beginning on February 10, 2019 and have no expiration date.
- (6) LTIP Units vest in two equal installments beginning on February 10, 2019 and have no expiration date.
- (7) LTIP Units vest in three equal installments beginning on February 10, 2020 and have no expiration date.
- (8) LTIP Units awarded in lieu of performance share plan units and upon meeting the performance-based conditions, pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934. LTIP Units are awarded according to the terms described in footnote 3 and have no expiration date.
- (9) Represents Common Units of DRLP. Each Common Unit is redeemable by the holder for shares of common stock of the Issuer on a one-for-one basis. Common Units have no expiration date.
- (10)

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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