

DUKE REALTY CORP
Form 4
March 01, 2005

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 *
HEFNER THOMAS L

(Last) (First) (Middle)

600 E. 96TH STREET, SUITE 100

(Street)

INDIANAPOLIS, IN 46240

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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					1,559 ⁽¹⁾	D	
Common Stock					301,149	I	By Trust ⁽²⁾
Common Stock	03/01/2005		A	103,829 A <u>(9)</u>	289,594	I	By Spouse's Trust ⁽³⁾
Common Stock					202 ⁽⁴⁾	I	By 401(k) Plan
Common Stock					43,275	I	By Family Limited Partnership

Common Stock	100,000	I	(5) By The Community Covenant Foundation, Inc. (6)
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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Units of Duke Realty Limited Partnership	(7)					10/04/1994 (7)	Common Stock 4
Units of Duke Realty Limited Partnership	(7)	03/01/2005		D	103,829	(9) (7)	Common Stock 1
Units of Duke Realty Limited Partnership	(7)					10/04/1994 (7)	Common Stock 8
Units of Duke Realty Limited Partnership	(7)					08/07/2004 (7)	Common Stock 1
Employee Stock Options-Right to Buy	\$ 19.4375					(10) 01/29/2007	Common Stock
Employee Stock Options-Right to Buy	\$ 24.25					(11) 01/28/2008	Common Stock 1

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) Between February 10, 2005 and March 1, 2005, the Reporting Person acquired 21 shares under the Company's Employee Stock Purchase Plan.
- (2) Securities held by the Thomas L. Hefner Revocable Trust in which the Reporting Person is the grantor.
- (3) Securities held by the Patty M. Hefner Revocable Trust in which the Reporting Person is the grantor.
- (4) Between February 10, 2005 and March 1, 2005, the Reporting Person acquired 10 shares of Duke Realty Coporation's common stock under the Company's 401(k) plan.
- (5) Securities owned by the Hefner Family Investors Limited Partnership, a family limited partnership in which the sole general partner is the Reporting Person and the limited partnership interests are beneficially held by the Reporting Person and his family members.
- (6) Shares owned by The Community Covenant Foundation, Inc., a private charitable foundation controlled by the Reporting Person and his family.
- (7) 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.
- (8) Securities held by the Thomas L. Hefner 2002 Grantor Retained Annuity Trust No. 2. The Reporting Person is a trustee and the Reporting Person's children are residual beneficiaries.
- On March 1, 2005, Duke Management, Inc. ("DMI") was merged with and into Duke Realty Corporation. In return for his stock in DMI, the Reporting Person received 103,829 shares of Duke Realty Corporation. The only significant assets owned by DMI on the merger date were limited partnership units of Duke Realty Limited Partnership ("DRLP"), which were redeemable on a one-for-one basis for shares of Duke Realty Corporation. Immediately prior to the merger, the Reporting Person indirectly owned 103,829 units of DRLP through his ownership interest in DMI.
- (9) On March 1, 2005, Duke Management, Inc. ("DMI") was merged with and into Duke Realty Corporation. In return for his stock in DMI, the Reporting Person received 103,829 shares of Duke Realty Corporation. The only significant assets owned by DMI on the merger date were limited partnership units of Duke Realty Limited Partnership ("DRLP"), which were redeemable on a one-for-one basis for shares of Duke Realty Corporation. Immediately prior to the merger, the Reporting Person indirectly owned 103,829 units of DRLP through his ownership interest in DMI.
- (10) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/29/02.
- (11) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/28/03.
- (12) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/26/04.
- (13) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/05.
- (14) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/31/06.
- (15) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.
- (16) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/19/08.
- (17) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/09.
- (18) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/10.
- Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between February 10, 2005 and March 1, 2005, the Reporting Person acquired 136 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 Reporting Person's termination of employment.
- (19) Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between February 10, 2005 and March 1, 2005, the Reporting Person acquired 136 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 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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