

DUKE REALTY CORP

Form 4

February 14, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
OKLAK DENNIS D

(Last) (First) (Middle)

600 E. 96TH ST, #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)
02/10/2012

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)

Chairman and CEO

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 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	02/10/2012		A	91,238 A	\$ 0 ⁽¹⁾ 440,158	D	
Common Stock	02/10/2012		F	12,438 ⁽²⁾ D	\$ 13.81 427,720	D	
Common Stock	02/10/2012		M	62,909 D	\$ 13.81 364,811	D	
Common Stock					26,958	I	By Spouse
Common Stock					26,436 ⁽³⁾	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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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Employee Stock Options-Right to Buy	\$ 24.6905							<u>(4)</u>	02/19/2013	Common Stock	35,
Employee Stock Options-Right to Buy	\$ 31.5771							<u>(5)</u>	01/28/2014	Common Stock	27,
Employee Stock Options-Right to Buy	\$ 31.4022							<u>(6)</u>	02/10/2015	Common Stock	51,
Employee Stock Options-Right to Buy	\$ 29.7607							<u>(7)</u>	04/27/2015	Common Stock	33,
Employee Stock Options-Right to Buy	\$ 34.13							<u>(8)</u>	02/10/2016	Common Stock	106,
Employee Stock Options-Right to Buy	\$ 47.88							<u>(9)</u>	02/10/2017	Common Stock	86,
Employee Stock Options-Right to Buy	\$ 23.34							<u>(10)</u>	02/10/2018	Common Stock	330,

Phantom Stock Units	<u>(11)</u>	02/10/2012	M	62,909	<u>(11)</u>	<u>(11)</u>	Common Stock	62,
Phantom Stock Units	<u>(12)</u>				<u>(12)</u>	<u>(12)</u>	Common Stock	37,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OKLAK DENNIS D 600 E. 96TH ST, #100 INDIANAPOLIS, IN 46240	X		Chairman and CEO	

Signatures

Tracy D. Swearingen for Dennis D. Oklak per POA prev.
filed.

02/14/2012

__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 an award of restricted stock units pursuant to Rule 16b-3(d) of Section 16b of the Securities Exchange Act of 1934.
- (2) 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.
- (3) Between December 22, 2011 and February 14, 2012, the Reporting Person acquired 93 shares of DRE's common stock under the Company's 401(k) plan.
- (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/19/2008.
- (5) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/28/2009.
- (6) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2010.
- (7) The Stock Options vested annually at a rate of 20% per year and were fully vested on 4/27/2010.
- (8) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2011.
- (9) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2012.
- (10) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.
- (11) Represents phantom stock units acquired under the Executives' Deferred Compensation Plan of Duke Realty Services Limited Partnership. 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.
- (12) 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 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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