

BRANCH BARRINGTON H
Form 4
January 28, 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 *
BRANCH BARRINGTON H

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)
554 ARDEN OAK COURT, NW
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/26/2005

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

ATLANTA,, GA 30305
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 16,240 ⁽¹⁾ | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 |
| Employee Stock Options-Right to Buy | \$ 24.0942 | | | | | <u>(2)</u> 12/31/2006 | Common Stock | 4,140 | |
| Employee Stock Options-Right to Buy | \$ 23.1884 | | | | | <u>(2)</u> 12/31/2007 | Common Stock | 4,140 | |
| Employee Stock Options-Right to Buy | \$ 20 | | | | | <u>(3)</u> 01/25/2010 | Common Stock | 2,500 | |
| Employee Stock Options-Right to Buy | \$ 24.98 | | | | | <u>(4)</u> 01/31/2011 | Common Stock | 2,500 | |
| Employee Stock Options-Right to Buy | \$ 23.35 | | | | | <u>(5)</u> 01/30/2012 | Common Stock | 2,500 | |
| Employee Stock Options-Right to Buy | \$ 24.9 | | | | | <u>(6)</u> 01/29/2013 | Common Stock | 2,500 | |
| Employee Stock Options-Right to Buy | \$ 32.51 | | | | | <u>(7)</u> 01/28/2014 | Common Stock | 2,500 | |
| Employee Stock Options - Right to Buy | \$ 31.8 | 01/26/2005 | | A | 2,500 | <u>(8)</u> 01/26/2015 | Common Stock | 2,500 | |
| Phantom Stock Units | <u>(9)</u> | | | | | <u>(9)</u> <u>(9)</u> | Common Stock | 8,380 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BRANCH BARRINGTON H 554 ARDEN OAK COURT, NW ATLANTA,, GA 30305 | | | | X |

Signatures

| | |
|---|------------|
| Valerie J. Steffen for Barrington Branch per POA previously filed | 01/28/2005 |
| __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) Between October 1, 2004 and January 26, 2005, The Reporting Person acquired 414 shares of DRE common stock through dividend reinvestment.
- (2) The Stock Options were fully vested on the grant date.
- (3) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/05.
- (4) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/31/06.
- (5) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/30/07.
- (6) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/29/08.
- (7) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/28/09.
- (8) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 1/26/10.

Represents phantom stock units accrued under the Directors' Deferred Compensation Plan of Duke Realty Corporation. The units are

- (9) 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 as a director of the Issuer.

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.