

DUKE REALTY CORP

Form 4

February 12, 2014

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**KENNEDY STEVEN R**

(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)  
02/10/2014

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP, Construction

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/10/2014                              |                                                             | A                                    | 17,451 A                                                            | \$ 0 <sup>(1)</sup>                                                                                                | 88,251                                                               | D                                                                 |
| Common<br>Stock                       | 02/10/2014                              |                                                             | F                                    | 10,437 <sup>(2)</sup>                                               | \$ 16.14                                                                                                           | 77,814                                                               | D                                                                 |
| Common<br>Stock                       | 02/10/2014                              |                                                             | J <sup>(3)</sup>                     | 18,822 D                                                            | <sup>(3)</sup>                                                                                                     | 58,992                                                               | D                                                                 |
| Common<br>Stock                       | 02/10/2014                              |                                                             | J <sup>(3)</sup>                     | 18,822 A                                                            | <sup>(3)</sup>                                                                                                     | 54,738                                                               | I                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                     | 3,350                                                                                                              | I                                                                    | By Trust<br><sup>(4)</sup>                                        |
|                                       |                                         |                                                             |                                      |                                                                     |                                                                                                                    |                                                                      | By Parent<br><sup>(5)</sup>                                       |

# Edgar Filing: DUKE REALTY CORP - Form 4

|                 |     |   |                   |
|-----------------|-----|---|-------------------|
| Common<br>Stock | 101 | I | By 401(k)<br>Plan |
|-----------------|-----|---|-------------------|

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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 31.4022                                                         |                                         |                                                             |                                      |                                                                                                                    | <u>(6)</u>                                                     | 02/10/2015         | Common<br>Stock                                                     | 24,883                              |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 34.13                                                           |                                         |                                                             |                                      |                                                                                                                    | <u>(7)</u>                                                     | 02/10/2016         | Common<br>Stock                                                     | 25,109                              |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 47.88                                                           |                                         |                                                             |                                      |                                                                                                                    | <u>(8)</u>                                                     | 02/10/2017         | Common<br>Stock                                                     | 25,092                              |
| Employee<br>Stock<br>Options-Right<br>to Buy        | \$ 23.34                                                           |                                         |                                                             |                                      |                                                                                                                    | <u>(9)</u>                                                     | 02/10/2018         | Common<br>Stock                                                     | 74,384                              |
| Phantom<br>Stock Units                              | <u>(10)</u>                                                        |                                         |                                                             |                                      |                                                                                                                    | <u>(10)</u>                                                    | <u>(10)</u>        | Common<br>Stock                                                     | 20,559                              |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
|--------------------------------|---------------|

Reporting Owners

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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.

02/12/2014

\_\_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) Upon the vesting of restricted stock units, 18,822 shares of common stock were deposited into the Steven R. Kennedy Revocable Trust Agreement 12/12/05.
- (4) Securities held by the Steven R. Kennedy Revocable Trust Agreement 12/12/05 in which the Reporting Person is the grantor.
- (5) 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.
- (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 2/10/2011.
- (8) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2012.
- (9) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2013.
- (10) 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.