

DUKE REALTY CORP
Form 4
June 22, 2016

FORM 4

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

OMB APPROVAL

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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 *
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)
06/20/2016

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)
EVP, Construction

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)
				(A) or (D) Code V Amount Price			
Common Stock	06/20/2016		M	74,384 A \$ 0	117,075 ⁽¹⁾	D	
Common Stock	06/20/2016		F	70,320 D \$ 25.62	46,755	D	
Common Stock	06/21/2016		J ⁽²⁾	4,064 D ⁽²⁾	42,691	D	
Common Stock	06/21/2016		J ⁽²⁾	4,064 A ⁽²⁾	31,949	I	By Trust ⁽³⁾
Common Stock					725	I	By Parent ⁽⁴⁾

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- (1) Between May 5, 2016 and June 22, 2016, the Reporting Person acquired 322 shares of DRE common stock through dividend reinvestment.
- (2) After the exercise of options, 4,064 shares of common stock were deposited into the Steven R. Kennedy Revocable Trust Agreement 12/12/05.
- (3) Securities held by the Steven R. Kennedy Revocable Trust Agreement 12/12/05 in which the Reporting Person is the grantor.
- (4) 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.
- (5) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2012.
- (6) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/10/2013.

- Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. Between May 5, 2016 and
- (7) June 22, 2016, the Reporting Person acquired 171 shares of DRE common stock 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 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.