Edgar Filing: DUKE REALTY CORP - Form 4

DUKE REALTY CORP

Form 4

February 04, 2003

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5

_ 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

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

Filed By Romeo and Dye's Section 16 Filer www.section16.net

					Vame and T Llty Corpor		Pe	6. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	of Rep	orti	dentification ng Person, / (voluntary			atement for th/Day/Year 3	10 X Ot	Director O% Owner Officer (give title below) Other (specify below) Executive Vice President - Midwest				
(Street) Indianapolis,, IN 46240							Date	Amendment, of Original ath/Day/Year)	(C. X) Pe	 Individual or Joint/Group Filing Check Applicable Line) ✓ Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City)	(State)	(Zip)		Tab	ole I Non-	Deriv	ative Secui	rities Acquired, l				
Security	action Date (Month/ Day/	Execution Date,	3. Transaction Code (Instr. 8		4. Securition Dispose (Instr. 3, 4) Amount	d of (Î		5. Amount of Securities Beneficially Owned Follow- ing Reported Transactions(s) (Instr. 3 & 4)		6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	5/28/02		G	V	1,128	D	\$26.8200		87,100	D		
Common Stock	5/28/02		G	V	1,128	A	\$26.8200		12,270	I	By Spouse's Trust	
Common Stock									238	I	By Spouse's IRA	
Common Stock									3,951	I	By 401(K) Plan	
Common Stock									1,500	I	By Sons	

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

^{*} If the form is filed by more than one reporting person, see Instruction 4(b)(v).

Edgar Filing: DUKE REALTY CORP - Form 4

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

Derivative Security Exercise Exercis			. 0	<u></u>					1 /							
Exercise Exercise Exercise Date Da	1. Title of	2. Conver-					5.									11. Natur
Price of Date Date Date Form Date Securities Code Derivative Securities Construct Securities Construct Securities Construct Securities Construct Securities Construct Construct Securities Construct Construct Construct Securities Construct Cons		sion or	Trans-													of Indirec
Content Cont	Security	Exercise action Execution action of Date					Underlyin	g	Security	Securities	ship	Beneficia				
Content Cont		Price of	Date	Date,	Code		Der	ivati	iMeIonth/Day/		Securities					Ownersh
Security Month/ Day/ Year) Month/ Pay/ Year) None Month/ Pay/ Pay/ Year) None Month/ Pay/ Pay/ Pay/ Pay/ Pay/ Pay/ Pay/ Pay	(Instr. 3)	Derivative									(Instr. 3 &	(4)	l` í		of Deriv-	(Instr. 4)
Day Pay	(/		(Month/		(Instr							,				(
Year Year Year Disposed of (D) Transaction(s) Direct (D) Or Indirect (Instr. 4)		Security				•										
Code V A D Date Expiration Title Amount Or Number Or Shares Stock Dptions-Right to Buy Demployee S24.9800 Stock Dptions-Right to Buy Demployee S24.9800 Demployee					0)				a							
Code V (A) (D) Date Expiration Title Amount or Indirect (1) (Instr. 4)			, ,						u							
Code V (A) (D) Date Expiration Date Expiration Date Shares Expiration Date Shares Expiration Date Expiration Date Shares Expiration E							01 (1)						(Instr. 4)		
3, 4 & 5) Code V (A) (D) Date Expiration Date Expiration Date Expiration Date Expiration Expiration Date							/T								_	
Sociation Code V (A) (D) Date Expiration Number of Number of Shares S24.2500																
Code V (A) (D) Date Expiration Date Expiration Date Expiration Date Shares							3, 4	æ								
Exer-cisable tion Date violate viola							5)								(Instr. 4)	
Exer-cisable tion Date violate viola					Code	V	(A)	(D)	Date	Expira-	Title	Amount				
Date Number of Shares Numb							, ,					or				
Employee \$24.2500										Date		Number				
Employee \$24.2500 \$24.2500 \$23,699 \$																
1/28/99 1/28/08 Common 23,699 D																
Stock Stoc	Employee	\$24.2500							1/28/00	1/28/08				23 600	n	
Description		φ 24.2 500	1						1/20///	1/20/00		23,077		23,077		
1/26/00 1/26/09 Common Stock S23.0625 Stock Stoc											Stock					
1/26/00																
Stock Options-Right to Buy(2) S20.0000 S20.0000 S20.0000 Stock S		4000/0							1 12 < 10 0	1 12 < 10 0	~	0.040		0.040	_	
Descriptions		\$23.0625	ì						1/26/00	1/26/09		9,968		9,968	D	
To Buy T											Stock					
Employee \$20.0000																
Stock Options-Right to Buy(3)																
Options-Right to Buy ⁽³⁾ \$24.9800 \$1/31/02 \$1/31/11 Common Stock \$27,608 D Stock Options-Right to Buy ⁽⁴⁾ \$23.3500 \$1/30/03 \$1/30/03 \$27,074 <t< td=""><td></td><td>\$20.0000</td><td></td><td></td><td></td><td></td><td></td><td></td><td>1/25/01</td><td>1/25/10</td><td>Common</td><td>17,241</td><td></td><td>17,241</td><td>D</td><td></td></t<>		\$20.0000							1/25/01	1/25/10	Common	17,241		17,241	D	
Employee \$24.9800	Stock										Stock					
Employee \$24,9800	Options-Right															
Stock Stock Options-Right to Buy(4)	to Buy(3)															
Stock Stock Options-Right to Buy(4)	Employee	\$24.9800							1/31/02	1/31/11	Common	27,608		27,608	D	
Options-Right to Buy(4) \$23.3500 1/30/03 1/30/12 Common Stock 27,074 D Stock Options-Right to Buy(5) 1 for 1 6 None Common Stock 5,155 5,155 D Phantom Stock Units(6) 1 for 1 7 None Common Stock 5,212 D												ĺ		,		
To Buy 1/30																
Employee \$23.3500 1/30/03 1/30/12 Common 27,074 D																
Stock Stock Options-Right to Buy (5) Phantom 1 for 1 (6) None Common 5,155 D Stock Units (6) Phantom 1 for 1 (7) None Common 5,212 D		\$23.3500				T			1/30/03	1/30/12	Common	27.074		27 074	р	
Options-Right to Buy (5) Image: Common stock Units (6) None Common stock Units (7) None Common stock Units (7) Stock Units (7) None Common		φ25.5500	Ί						1/50/05	1/30/12		21,014		21,014	"	
To Buy 5											SIUCK					
Phantom 1 for 1																
Stock Units(6) Stock Phantom 1 for 1 (7) None Common 5,212 5,212 D			1			Ͱ	 		(6)	<u> </u>	~				_	
Phantom 1 for 1		1 for 1	1			1			(0)	None		5,155		5,155	D	
Phantom	Stock Units ⁽⁶⁾										Stock					
Stock Units ⁽⁷⁾ Stock	Phantom	1 for 1				T			(7)	None	Common	5 212		5 212	D	
Stock Chief		1 101 1							_	,0110				3,212	"	
	OWER UIIIS										DIUCK		1			

Explanation of Responses:

By: /s/ James R. Windmiller February 4, 2003
William E. Linville, III by James R. Windmiller per Date

⁽¹⁾ The Stock Options vested at 20% per year and were fully vested on 1/28/03.

⁽²⁾ The Stock Options vest at 20% per year and will be fully vested on 1/26/04.

⁽³⁾ The Stock Options vest at 20% per year and will be fully vested on 1/25/05.

⁽⁴⁾ The Stock Options vest at 20% per year and will be fully vested on 1/31/06.

⁽⁵⁾ The Stock Options vest at 20% per year and will be fully vested on 1/30/07.

⁽⁶⁾ Represents phantom stock units vested under the 2000 Performance Share Plan of Duke Realty Corporation. The units are to be settled in cash upon the Reporting Person's termination of employment.

⁽⁷⁾ Represents phantom stock units accrued under the Executive Deferred Compensation Plan of Duke Realty Services Limited Partnership. The units are to be settled in cash upon the Reporting Person's termination of employment.

Edgar Filing: DUKE REALTY CORP - Form 4

POA prev. filed

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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 Number.