CHAPMAN ROBERT M

Form 4

February 12, 2009

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Ad CHAPMAN	*	_	2. Issuer Name and Ticker or Trading Symbol DUKE REALTY CORP [DRE]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
2050 0771 07		DD #200	(Month/Day/Year)	Director 10% Owner			
3950 SHACKLEFORD RD, #300			02/10/2009	_X_ Officer (give title Other (specify below)			
				COO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
DULUTH,, GA 30096-8268				Form filed by More than One Reporting Person			

(Zip) (City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Beneficial Code (D) Beneficially (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common \$0 02/10/2009 A 79,973 Α $149,284 \frac{(2)}{}$ D (1) Stock Common 02/10/2009 5,499 D 143,785 D M Stock Common F 573 (3) 02/10/2009 D 143,212 D Stock By 401(k) Common 4,767 Ι Stock Plan Common By 4,650 I Children Stock

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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)

$\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. Transacti Code (Instr. 8)	Secu Acqu (A) o Disp (D)	or posed of r. 3, 4,	6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Employee Stock Options-Right to Buy	\$ 21.915						<u>(4)</u>	06/18/2009	Common Stock	25,71
Employee Stock Options-Right to Buy	\$ 19.4261						<u>(5)</u>	01/25/2010	Common Stock	29,50
Employee Stock Options-Right to Buy	\$ 19.4261						<u>(6)</u>	01/25/2010	Common Stock	8,87
Employee Stock Options-Right to Buy	\$ 24.2632						<u>(7)</u>	01/31/2011	Common Stock	28,4
Employee Stock Options-Right to Buy	\$ 22.6799						<u>(8)</u>	01/30/2012	Common Stock	27,8:
Employee Stock Options-Right to Buy	\$ 24.6905						<u>(9)</u>	02/19/2013	Common Stock	24,19
Employee Stock Options-Right to Buy	\$ 31.5771						(10)	01/28/2014	Common Stock	21,8

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Employee Stock Options-Right to Buy	\$ 31.4022				<u>(11)</u>	02/10/2015	Common Stock	33,91
Employee Stock Options-Right to Buy	\$ 34.13				(12)	02/10/2016	Common Stock	37,19
Employee Stock Options-Right to Buy	\$ 47.88				<u>(13)</u>	02/10/2017	Common Stock	34,11
Employee Stock Options-Right to Buy	\$ 23.34				<u>(14)</u>	02/10/2018	Common stock	125,4
Phantom Stock Units	(15)	02/10/2009	M	5,499	(15)	<u>(15)</u>	Common Stock	5,49
Phantom Stock Units	<u>(16)</u>				(16)	(16)	Common Stock	26,2

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
CHAPMAN ROBERT M							
3950 SHACKLEFORD RD, #300			COO				
OULUTH,, GA 30096-8268							

Signatures

3

Tracy D. Swearingen for Robert M. Chapman per POA prev.
filed.

**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) Between January 30, 2009 and February 12, 2009, the Reporting Person acquired 157 shares of DRE common stock through the Company's Employee Stock Purchase Plan.
- (3) 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.
- (4) The Stock Options vested annually at a rate of 20% per year and were fully vested on 6/18/2004.
- (5) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/25/2005.

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- (6) The Stock Options were fully vested at date of grant.
- (7) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/31/2006.
- (8) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/30/2007.
- (9) The Stock Options vested annually at a rate of 20% per year and were fully vested on 2/19/2008.
- (10) The Stock Options vested annually at a rate of 20% per year and were fully vested on 1/28/2009.
- (11) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2010.
- (12) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2011.
- (13) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2012.
- (14) The Stock Options vest annually at a rate of 20% per year and will be fully vested on 2/10/2013.
- Represents phantom stock units acquired under the Executives' Deferred Compensation Plan of Duke Realty Services Limited

 (15) 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.
- (16) 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 cash 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.